Members Present: Max Alvarez, Kathryn Ballard, Ed Burr, Billy Buzzett, June Duda, Susan Fiorito, Joe Gruters, Mark Hillis, Craig Mateer*, Leslie Pantin, Bob Sasser, Brent Sembler and Nathan Molina
*Called In

I. CALL TO ORDER AND WELCOME
  Mr. Ed Burr, Chair

Chair Burr called the meeting to order at 8:34 am. Lynna Sands conducted the roll call.

II. APPROVAL OF MINUTES (ACTION)
The October 28, 2016 and January 17, 2017, meeting minutes were approved as presented.

III. PUBLIC COMMENTS
There were no public comments.

IV. PRESIDENT’S COMMENTS
  Mr. John Thrasher, President

President Thrasher spoke about his recent donor visits to Naples, Jacksonville, Coral Gables and Fort Lauderdale on behalf on the FSU Foundation.

FSU was recognized nationally in early January by U.S. News and World Report for three online graduate programs ranked in the Top 10 (education, criminal justice, non-MBA business) and two more in the Top 20 (information technology and MBA).

Also, the Interior Design graduate program was named second most admired program in nation.
The film, Moonlight, which won Best Motion Picture at the Golden Globes in January. Seven FSU alums, including director Barry Jenkins, worked on this film. The film has been nominated for eight Academy Awards.

President Thrasher spoke of recent developments around campus including the groundbreaking for the new Black Student Union. It will house the African-American Studies Program as well.

The Don Veller Seminole Golf Course will be renovated and updated by Jack Nicklaus.

A few major contracts have been signed for FSU’s campus. Thanks to Vice President Kyle Clark, we have the some of the biggest contracts in the country with Coca-Cola and Sodexo.

Academically, FSU’s applications are up to 42,000 for the January 18th deadline. This is 6,000 more than last year. The decision day is March 16.

The Jim Moran School of Entrepreneurship will accept the first students at the Tallahassee and Panama City campuses in Fall 2017.

Search Committees and interviews are in process for the Dean of Social Sciences and Public Policy as well as Vice President of Student Affairs.

Looking ahead, the National Science Foundation President, France Cordova will be visiting our campus on March 6 & 7.

Additionally, the Legislative Session will begin March 7th. We are focusing our attention on requests that will achieve our strategic goals of preeminence and performance funding as well as significant funding for faculty retention and hiring and support for graduate students and postdocs.

Information Item
Mr. John Couch, Vice President of Education, Apple Inc.

President Thrasher introduced Mr. Couch and he provided a brief introduction of the innovation in education and teach preparation. He will be meeting with several colleges and folks around campus to discuss the innovation and technology in education.

Mr. Chris Heacox, Director of Opening Nights

Mr. Heacox provided and update on the wonderful events provided to the community on behalf of Opening Nights. He also discussed upcoming events with student involvement. Additionally, many of the presenters have some sort of connection with Florida State University. Opening Nights was able to subsidize student tickets through community donations. This has increased student attendance. Next season will be the 20th anniversary for the Opening Nights.
V. **CONSENT ITEMS**
A. Requesting Approval of Revisions to Bylaws of Florida State University Research Foundation, Inc.
B. Requesting Approval for Proposed Amendment University Regulation FSU-3.003 Students’ Freedom of Expression Rights and Responsibilities: Open Platform Areas
C. Requesting Approval for Proposed Amendment University Regulation FSU-3.004 Student Conduct Code
D. Requesting Approval for Proposed Amendment University Regulation FSU-3.0041 Student Organization Conduct Code
E. Requesting Approval for 2017 Affirmative Action Plan
F. Requesting Approval for Revisions to FSU Regulation FSU-1.055 Waiver of Certain Administrative Procedures
G. Requesting Approval for Revisions to FSU Regulation FSU-4.064 Sick Leave Pool
H. Requesting Approval for Revisions to FSU Regulation FSU-4.065 Employee Recognition Program
I. Requesting Approval for Revisions to FSU Regulation FSU-4.066 Personnel Exchange
J. Requesting Approval for Revisions to FSU Regulation FSU-6.001 Gender
K. Requesting Approval of the 2017-18 Academic Calendar
L. Requesting Approval for the Termination of Bachelor’s Degree in Art Education
M. Requesting Approval to Implement Bachelor of Science/Arts in Entrepreneurship
N. Requesting Approval to Explore MS in Business Analytics
O. Requesting Approval to Explore Ph.D. in Nursing
P. Requesting Approval for Proposed Repeal of University Regulation FSU-4.028 Review Procedures for Denial of Promotion and Tenure and Non-renewal and Termination of Faculty Appointments
Q. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.029 Faculty Regulations
R. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.030 Policy Governing Graduate Faculty Membership
S. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.031 Faculty Grievance Procedure
T. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.033 Faculty Evaluations
U. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.0335 Suspension and Dismissal of Faculty; Peer Panel
V. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.034 Faculty Tenure and Promotion
W. Requesting Approval for Proposed Repeal of FSU Regulation FSU-4.035 Department, School and College Criteria and Procedures
X. Requesting Approval of the 2015-2016 Annual Accountability Report

*Trustee Molina moved to approve Consent Items A-X. Trustee Sembler seconded the motion and was approved unanimously.*
VI. NEW BUSINESS

A. University Advancement

*Dr. Thomas W. Jennings, Vice President for University Advancement*

Dr. Jennings provided a report on the Raise the Torch Campaign, updates from each of the Advancement DSO’s, and a look at potential changes in the tax laws affecting philanthropy.

The last reported total for the fundraising Campaign was $938,972,249 million, as of September 30, 2016, as reported during the fall 2016 BOT meeting. Following that meeting, the FSU Foundation stopped reporting publicly on the Campaign progress in order to build a sense of excitement when the $1B goal is achieved. The goal will likely be reached during the spring 2017.

Dr. Jennings reported on the cash giving (excluding pledges and bequests) of other top fundraising universities in the state of Florida during FY2016, which placed FSU third in the state at $75M. He remarked that his division is going through a standard review of the University’s naming policy; the revised policy will be brought to the BOT in June for review and approval.

Dr. Jennings gave the following updates about the Advancement DSOs:

FSU Foundation Update:

- The FSU Foundation mailed 995 endowment reports to donors this fall with information about how the University put the endowment earnings to use, per the donors’ instructions, and including thank-you letters from scholarship recipients, etc.
- The Foundation Board’s Investment Committee reviewed three investment consulting firms in December, 2016, and decided to retain Cambridge & Associates as its investment counsel.
- The Foundation held recent donor events in Jacksonville, Coral Gables, and Ft. Lauderdale featuring President Thrasher as guest speaker. Upcoming events include: Westcott Society Luncheon on Feb. 23 (for donors who have put FSU in their Will. Dr. Jennings encouraged everyone to put FSU in their Will and thanked Trustee members who have already done so), Backstage Pass on March 24-25, and the 36-hour online giving drive, The Great Give, on March 30-31.
- The Foundation’s audit firm, RSM, was engaged to attempt to “hack” in to the FSU donor database; RSM was unable to break through the FSU Foundation’s firewalls to access donor data.
- The Foundation accounting staff is working synchronize its disbursement process with the University’s OMNI system.
- The Foundation has received $45M in gifts and pledges so far during FY2017.
Real Estate Foundation Update:
- The REF has added a member of the general counsel’s staff dedicated to address real estate matters. In addition, a new staff member is being hired to help secure gifts of real estate.
- The REF has acquired key properties on College & Copeland.
- The REF continues to work on the southwest district plan – the 900+ acres of FSU/state land between the Moore University Center and the Tallahassee airport. The recent news about the FSU Golf Course redesign, the retirement of the Alumni Village residential complex, the decision by the DOT to increase Orange Avenue between Monroe Street and Capital Circle S.W. from 2 lanes to 4 lanes, and the updating of the FSU Master Plan make this work timely and important.

Seminole Boosters Update:
- Fundraising has exceeded its $250M goal, and has now topped $300M. FY2016 alone exceeded $36M in gifts and pledges.
- FY2016 was very successful, including $19.5M in major gifts support.
- April 7-9 is FSU Spring Game Weekend, and the Boosters Board meeting.
- Spring Tour dates: March 11 – June 3, with stops throughout Florida, plus NYC and Louisville.

FSU Alumni Association Update:
- “Nole Networking” events are scheduled in Coral Gables (March 14), Ft. Lauderdale (March 15), and Jacksonville (March 16), featuring CARE students, and engaging alumni to help support the CARE Program.
- The Alumni Leadership Conference, which is the annual weekend of workshops for Seminole Club presidents and Club officers, will occur on April 6-8 in Tallahassee.
- The Circle of Gold award will be given to the First Ladies of FSU – spouses of current and former FSU presidents – on April 12. Ginger Wetherell previously received the Circle of Gold award.
- The “Noles in New York” annual showcase of FSU performing arts graduating student talent will be on May 8-12. The Alumni Association will host a large alumni event in NYC on May 11.
- “Seminoles at Sea” set sail October 27-30.

Dr. Jennings reported the University Advancement staff won two notable awards from CASE District III (the southeastern district of the Council for the Advancement and Support of Education, which is the professional organization for those who work in higher education fundraising, alumni relations, and communications):
- A Grand Award (highest award) in the category of Fundraising Publications for the “Raise the Torch” newsletter, spring 2016.
- An Award of Excellence (next highest award) in the category of External Relations Engagement Program, for the Vires Artes Mores Recognition
Society (including the new V.A.M. donor recognition wall in Westcott, recognizing donors for cash contributions of $250,000 or more)

- University Relations staff members Jill Elish and Kathleen Haughney won awards for their writing articles about FSU faculty research.

In closing, Dr. Jennings reviewed potential changes to the Federal tax laws that, if approved, will negatively affect charitable giving – 1) changes to the deductibility of charitable donations by individuals who itemize deductions on their Federal tax forms, 2) Elimination of the Estate Tax, and 3) Congressional scrutiny of college/university endowments over $1 billion.

B. Academic Affairs

*Dr. Janet Kistner, Vice President for Faculty Development and Advancement*

Dr. Kistner provided an update on Academic Affairs including this fall FSU will accept its first cohort of students into a new degree program in entrepreneurship within the recently created Jim Moran School of Entrepreneurship. FSU-Panama City will offer two new majors this fall, one in Entrepreneurship and one in Hospitality. In the past year, FSU has welcomed four new deans (Business, Law, Engineering, FSU-PC). We are now in the final stages of a search for a dean of the College of Social Sciences & Public Policy. On-campus interviews of the top finalists are scheduled for March. A search for a dean of the College of Motion Picture Arts will begin at the start of the fall semester.

Dr. Kistner introduced Dr. Joe O'Shea and Dr. Rick Burnette to provide an update on the Performance Funding Metrics.

They reported that FSU continues to receive national recognition for our work on student success, highlighted by our recently released four- and six-year graduation rates of 65.3% and 80%, respectively. The four-year rate puts us in the top 15 public research universities for that metric. The Take 15 initiative was an unqualified success as there was an increase of 131% in the number of freshmen taking 15 or more hours in the Fall. Better yet, students who took a higher load had a higher GPA on average than students who took a smaller load. The results were consistent across race, gender, socioeconomic, residency status, and prior test performance on the SAT or ACT.

FSU has improved on eight of the ten Performance Funding Metrics and received additional points on five of them to improve from 68 points to 81. FSU is tracking 39 metrics and convened work groups on each to identify strategies for improvement. The same work group methodology will be used for the implementation of the strategic plan. The steering committee for that effort is slated to provide an action plan this summer. Finally, a branding initiative has started to address the sixth goal of the strategic plan –
reputation and branding. The Branding committee will issue an ITN to identify a partner company to help develop a master brand for the university.

C. Athletics

Mr. Stan Wilcox, Athletics Director

Mr. Wilcox provided an update on Athletics.

Football
- The Seminoles ended the season 10-3 and ranked 8th in the final AP and Coaches Polls.
- Participated in their 5th consecutive New Year’s Six/BCS Bowl Appearance
- Dalvin Cook – Unanimous All-America/DeMarcus Walker – Consensus All-America
- Showtime “A Season with FSU Football”

Team Highlights/Rankings:
- Women’s Basketball – Ranked 8th and projected as the No. 5 National Seed in upcoming NCAA Tournament
- Women’s Golf – Ranked 3rd in the Country
- Softball – Ranked 3rd in the Country and undefeated this season
- Baseball – Ranked 2nd per Baseball America
- Men’s Basketball – Ranked 19th in the Country and 5th in the ACC
- Men’s Swimming & Diving – Ranked 21st in the Country
- FSU is currently ranked 16th in the Learfield Director’s Cup standings

Academics Update:

Tracking Progress:

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<th>Fall of 2015</th>
<th>Fall of 2016</th>
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<tr>
<td>Total Number of Student-Athletes</td>
<td>474</td>
<td>482</td>
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<tr>
<td>Number of Student-Athletes Above 3.0 GPA</td>
<td>248</td>
<td>263</td>
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<tr>
<td>Overall Semester GPA</td>
<td>2.90</td>
<td>2.96</td>
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<tr>
<td>Overall Cumulative GPA</td>
<td>2.93</td>
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Top Team Progress Year-Over-Year

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<thead>
<tr>
<th></th>
<th>Fall of 2015</th>
<th>Fall of 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Football</td>
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<tr>
<td>Basketball</td>
<td>2.44</td>
<td>2.85</td>
</tr>
<tr>
<td>Golf (women’s)</td>
<td>3.48</td>
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</tr>
</tbody>
</table>

NCAA Landscape
- Alston Case – Damages to former & current NCAA football and basketball student-athletes for unfunded cost of attendance.
  - $208 million settlement from NCAA reserves
- Time Demands – Issues related to time demands of athletics participation vs. academic requirements
Less required activities on off-day & sport specific time management plans

Football Recruiting & Personnel – Proposal for early signing period, earlier OPVs, addition of a 10th assistant coach & ban on satellite football camps.

Financial FOCUS
- Fiscal Responsibility/Strategic Opportunities for growth
- 2017-18 Department Budget Expected to Increase ($103.2 million)
- ACC Network (linear) Expected to Launch in FY 2019-2020
  - Scoreboard & video upgrades (Doak Campbell stadium & Olympic Sports)
  - Enhanced Fan Experience & Readiness for ACC Network
- Major Revenue Source in Order:
  - ACC Conference Distribution
  - Ticket Revenue
  - Seminole Booster Contribution
- Major Expense Categories
  - Compensation/Benefits
  - Athletic Scholarships
  - Travel
  - Facility Maintenance/Development

Projects on Deck
- Don Veller Seminole Golf Course – Jack Nicklaus Design
  - Construction to commence when funds are identified
- Master Facilities Prioritization Plan – In tandem with the University & Seminole Boosters

D. Student Government Association
Ms. Valerie Shallow, Vice President of Student Government Association

Ms. Shallow provided an update regarding the Student Government Association.

SGA President Nathan Molina provided the State of the Student Body Address. A few of the key points were:
- Empowering Student Veterans
- Proudly Supporting Student Athletes
- Growing Influence and Strength of Greek Life
- Socially Active and Aware Student Body
- “The State of the Student Body is compassionate and inspired, hopeful and increasingly curious.” – President Molina

2017 Legislative Agenda:
- Bright Futures Scholarship for Summer Terms
- Tax Free Holidays for College Textbooks
- Opposition to Carry and Conceal on Campus
- Preeminence Funding for FSU
- Continuance of an out-of-state tuition waiver for children of undocumented immigrants
- Support of the Honorably Discharged Veterans Assistance GAP Scholarship and an increase in funding for veterans under the GAP Scholarship

E. Faculty Senate

*Dr. Todd Adams, Faculty Senate Steering Committee*

Dr. Adams provided an update on behalf of the Faculty Senate Steering Committee. The Faculty Senate Steering Committee recently approved the updated liberal studies curriculum program which was originally approved as a three-year program.

The Faculty Senate considered some changes to the FSU Constitution which included some technical changes such as replacing “Board of Regents” with “Board of Trustees or Governors.” Additionally, there was a proposal to expand the membership of the Faculty Senate to include specialized faculty. A decision was made to table these actions and create a committee to review the recommended changes. The committee could take up to a year to review these changes.

F. Governmental Relations

*Ms. Kathy Mears, Chief Legislative Affairs Officer*

Ms. Mears provided an update on Legislature and Governmental Relations.
- The Legislature is in the midst of final Committee week
- Legislature Session will begin March 7th
- The Legislature has made sweeping changes regarding the budget process with a level of transparency and expectations
- Transparency and responsiveness from FSU is important due to accountability to the Legislature
- FSU has a lot of legislative requests that align with our strategic plan and plan to become a Top 25 university
- System-wide Block Tuition is proposed. If implemented, this could allow students to pay one price and take 12-18 hours.

G. Research

*Dr. Ross Ellington, Associate Vice President for Research*

In Dr. Gary Ostrander’s absence, Dr. Ellington provided a brief update on the Office of Research. Proposal submissions, C&G award numbers and C&G award dollars are higher for the current fiscal year as compared to this time
for the previous fiscal year. This includes over a $24M increase in federal award dollars relative to last fiscal year. The design of the Interdisciplinary Research & Commercialization Building (IRCB) is virtually complete. This 125,000 SF building, located in the SW campus, will house up to 26 faculty groups conducting collaborative research in the physical science and engineering disciplines. We are pleased to welcome Dr. Norman Anderson who has joined FSU as Assistant Vice President for Research and Academic Affairs and is a Research Professor in the Colleges of Nursing and Social Work. Dr. Anderson is a member of the National Academy of Medicine. His efforts at the University will focus on research program and leadership development.

H. Student Affairs
Dr. Mary Coburn, Vice President for Student Affairs

Dr. Coburn provided an update on Student Affairs including the construction of Azalea and Magnolia Halls which will add 912 beds and include dining halls. The new FSU Childcare Center is in the development stages and will allow them to move from Alumni Village closer to campus off Copeland Street. The new center will allow double the number of students and will open up spaces to faculty and staff. Hope to open Spring/Summer of 2018.

Lewis & Whitlock Architects are working with Workshop on the proposed student union. They have met with focus groups and students to get a sense of what is important and needed within the student union.

The Black Student Union at the African American Studies Center celebrated its groundbreaking recently. The dedication is planned for homecoming weekend this fall.

I. Finance, Business & Audit
Mr. Kyle Clark, Vice President for Finance & Administration

Information Items
1. Board of Governor's Ethic and Compliance Checklist
   Dr. Sam McCall, Chief Audit Officer

Dr. Sam McCall was introduced by Kyle Clark. Dr. McCall summarized for the Board of Trustees recently approved Board of Governors Regulations 4.001 to 4.004. He then explained the detailed requirements of BOG Regulation 4.003 – State University System Compliance and Ethics Program. This new regulation became effective November 2016, and requires full implementation by November 2018. The regulation provides for Board oversight of the program, designation of a senior level administrator as the chief compliance officer, requires a charter, and
provides program components describing authorities, duties, and responsibilities. In addition, Dr. McCall made the Board aware the President and Board Chair will be submitting to the BOG a completed survey that describes program activities that will be completed by November 2018.

Second, Dr. McCall presented to the Board the third annual audit of Performance Based Funding performed by his Office. This audit is required by the Board of Governors and requires the Chief Audit Officer to audit Performance Based Funding program controls, systems, and data supporting 10 performance based metrics. As a result of the audit, the Chief Audit Officer is able to provide assurances to the President and Board of Trustees that data submitted to the Board of Governors is accurate and can be relied upon. Upon a motion, the Board accepted the audit and approved the Chair of the Board of Trustees and President signing the BOG Data Integrity Certification. Dr. McCall informed the Board that the signed Certification would be submitted to the Board of Governors on the afternoon of February 22, 2017.

Action Items
2. Requesting Approval for Audit of Performance Based Funding

   Dr. Sam McCall, Chief Audit Officer

   Trustee Duda moved to approve Audit of Performance Based Funding. Trustee Pantin seconded the motion and was approved unanimously.

Information Items
Mr. Clark provided an update on completed campus projects including:
• Conducted Rating Agency (Fitch, Moody’s, and Standard & Poor’s) surveillance reviews, affirming the University’s ratings on its outstanding capital improvement bond debt. The rating agencies cited the University’s strong reserves, excellent strategic positioning, low debt burden, consistent positive operating performance and cash flows, and well diversified revenues.
• Negotiated new Coke Pouring Rights Agreement, including a 38% increase in annual contributions, student internships, a campus speaker series.
• Opened an on-campus lab supply service center with dedicated VWR on campus representative to provide enhanced service, inventory control, and greater availability of frequently used lab supply products: Filtration, Culture Tubes, Multi-Well Dishes, Centrifuge Tubes, Universal Tips, Filter Tips, Safety Supplies, etc.
• Refunded $7.6M of Transportation and Parking outstanding bonds, generating approximately $750k in gross cash flow savings ($680K in present value savings). The University worked with the Division of Bond Finance to structure the first competitive bank bid process for a bond
refunding. The winning bank bid of 2.12% provided additional savings when evaluated versus a standard public bond offering.
• Negotiated new Food Service Agreement, which will improve and expand the university’s student dining facilities and services. The value of the new contract is over 130% greater than the old contract.
• Property Services offered to assist departments with the administrative burden of disposing of unwanted property, with an aggressive effort to rid common areas, laboratories, corridors, and office spaces of old excess equipment and furniture items in order to free up valuable spaces on campus. 58 departments accepted their assistance and 1,325 items have been removed, with another 992 scheduled for pick up.
• Successful completion of the Florida Department of Law Enforcement Technical Audit for conducting background checks.
• In November 2016 we were recognized as a silver level bicycle friendly campus by the League of American bicyclists.
• Florida State University has the first law enforcement agency in Leon County to issue body cameras for all patrol officers.
• Shared services with Ringling, New College of Florida, and University of South Florida Sarasota

Mr. Clark provided information regarding current campus projects:
• Expand SpearMart Capabilities (FSU’s Electronic Procurement System), providing end users with the most user friendly and efficient procurement experience possible, with greater visibility into the entire procurement process and the ability to maximize spend with contracted suppliers.
• Expand the University’s Hyperion Budgeting System capabilities for managing salary rates and positions.
• FSU is negotiating a new banking service and purchasing card agreement, providing reduced banking fees, a rebate increase, and expanded use of electronic payment services.
• FSU working with others in the SUS and E&I Cooperative (our Higher Ed National Consortium) is negotiating an agreement for standard laptop/desktop configurations, providing bundle discounts by leveraging buying power at the National level.

FSU has signed a contract with Coca-Cola for Pouring Rights for our campus.
• Florida State University and Florida State University Athletics currently have an exclusive agreement for pouring rights for all of the Tallahassee campus.
• During May 2016, Florida State University began extension conversations with Coke.
• Over the course of the summer, we met with Coke many times expressing our desire to have a preeminent, world class relationship.
• Unlike previous contracts, we wanted to try and leverage the entire University’s scope and mission.
• After robust conversations, Florida State University and Coke were able to finalize an agreement in December 2016.
  • 10-year contract
  • Contract value is over $31 million ($3.1 million a year)
  • Previous contract value was over $22 million ($2.2 million a year)
  • 38% increase in new contract from old.
  • Funding for marketing, facilities, internships, events, guest speakers, technology, and strategy sessions.
  • Based on our analysis of the contracts, our new contract will be the largest pouring rights agreement in the State of Florida.

In addition to signing the Coca-Cola contract, FSU has selected a food service vendor, Sodexo.
• During May 2016, Florida State University issued an ITN (Intent to Negotiate) related to its food service program.
  • Unlike previous contracts, we wanted to try and leverage the University’s food service contract, the Seminole Boosters’ concession contract, and Florida State University Athletics’ dining hall contract into one agreement.
  • An evaluation committee and technical advisory committee was selected made up of faculty, staff, and students.
  • After a rigorous evaluation and due diligence, the committee unanimously selected Sodexo.
  • 10-year contract. Previous agreement was for 15 years.
  • Contract value is over $173 million including residential dining, catering, athletic dining hall, and concessions. If spread equally annually, the new contract would generate approximately $17.3 million a year.
  • Previous contract value was over $74 million including residential dining, catering, athletic dining hall, and concessions (3 contracts combined). If spread equally annually, equates to $4.9 million a year.
  • Funding for facilities, scholarships and internships, meal plans, sustainability, wellness, employee activities and incentives, utilities, and program enhancements.
  • Removal of mandatory meal plans starting in 2018-2019 contract year.
  • Sodexo will be a premier recruiter and participate in Florida State University career fairs.
  • Anticipate transitioning on or before August 31, 2017.

J. General Counsel
Ms. Carolyn Egan, General Counsel

Ms. Egan provided a brief update including how the general counsel office is involved in various things around campus including acquiring property, regulation and compliance updates, and immigration issues.
VII. OPEN FORUM FOR BOARD OF TRUSTEES

Dr. Fiorito thanked the trustees for approving the Jim Moran School of Entrepreneurship that was among the items presented. Additionally, the Jim Moran School building is currently undergoing renovations. Additionally, 80 students will be accepted for the Tallahassee campus and are gearing up with providing a major at the Panama City Campus. All major and minors will require internship.

Chair Burr briefed the trustees on board organization and new committees. In the next several weeks we will be looking to overhaul our governance practices, policies and procedures. This will possibly be a committee or workshop item.

VIII. ADJOURNMENT

Chair Burr adjourned the meeting at 12:25 pm.
MEMORANDUM

TO: President John Thrasher
FROM: Sally McRorie
DATE: April 29, 2017
SUBJECT: Amendment to Regulation FSU-2.02420, Exit Interviews

Currently, federal and FSU regulations require that any student receiving federal loan money participate in an exit interview counseling session upon graduation, withdrawal, or dropping below six hours of enrollment. FSU’s regulation adds a separate enforcement mechanism that requires the university to place a hold on diplomas, transcripts, and registration if a student does not participate in the exit interview. The hold is not required by federal law and is not currently a practice of the Office of Financial Aid. As a result, the Office of Financial Aid has requested deletion of this provision of the regulation. All other parts of the regulation, including the requirement that a student participate in an exit interview, will remain unchanged. A copy of the proposed revision is attached for your review.

Recommend Approval

__________________________________
President
MEMORANDUM

TO: President John Thrasher
FROM: Kyle Clark, Vice President for Finance and Administration
DATE: June 6, 2017
SUBJECT: Request for approval of FSU 2.015 Procurement Regulation Change

The main purpose for this submission is to bring our regulation into alignment with the recent changes to the Board of Governors’ (BOG) Regulation 18.001. I have attached a complete marked-up version of FSU Regulation 2.015 with comments to this cover page for Board of Trustees Approval. I have also summarized the proposed changes below.

1. Paragraph (5)(c). FSU Facilities Department delegated procurement authority clarification needed. Change from “purchases” by the Facilities Department to “construction and construction related” purchases by the Facilities Department as commodities/services purchases are specifically delegated to the Chief Procurement Officer under (6)(c).

2. Paragraph (6)(e). Clarification that essentially any contract entered into after a public and open competitive solicitation is available for University use including cooperatives and consortia in accordance with (IAW) BOG Reg. 18.001 (1)(c).


4. Paragraph (7)(i). Removed reference to including the number of points awarded when referring to the Competitive Solicitation Tabulation Sheet. Point scoring refers to Requests for Proposals (RFPs). We replaced RFPs with the Invitation to Negotiate (ITN) process which does not utilize points for the award.

5. Paragraph (9)(d)(8). Added “except for media placement services” when referring to Advertising as a competitive solicitation exemption IAW BOG Reg. 18.001 (6)(d)11.

6. Paragraph (9)(d)14 and 15. Deleted references to extensions and renewals of existing contracts IAW BOG Reg. 18.001 (6)(d).

7. Paragraph (12) (b) 1 and 2. Changed language to match BOG Reg. 18.003 as it pertains to the payment of a performance bond or security.
8. Paragraph (13) (c). Specified that a contract extension is limited to up to 12 months or until completion of the competitive solicitation and award or protest, whichever is longer IAW BOG Reg. 18.001 (1)(h).

9. Paragraph (13) (d). Added, “Renewal(s) of a contract may not exceed 5 years or twice the term of the original contract, whichever is longer. This provision is not intended to apply retroactively; existing contracts entered into prior to January 1, 2017, including any specified renewal period(s) may continue in accordance with existing contract terms.” IAW BOG Reg. 18.001 (1)(i).

10. Paragraph (16). Added a statement referring to BOG Reg. 18.002 and removed all other language from this section as it is verbatim from BOG Reg. 18.002. Also BOG Reg. 18.002 (1) indicates the procedures set forth therein are “the exclusive set of procedures applicable to all such protests.”

11. Changed all references from Vendor to Supplier.

12. Formatting, typo corrections, and paragraph renumbering changes included for clarity and readability; however, these changes are not denoted as marked-up changes for simplicity sake, so please use the attached version when creating the new FSU Reg. 2.015.

I recommend approval of the FSU 2.015 Procurement Regulation Change.

KCC/kp
FSU-2.015  Procurement and Purchasing

(1) Statement of Intent. It is the intent of the University to acquire quality goods and services in a cost-effective manner, within reasonable or required time frames, while promoting and maintaining fair and open competition in the public procurement process. This regulation establishes effective management oversight of the University’s procurement process in order to comply with federal and state laws, rules and regulations, to reduce the appearance and opportunity for favoritism, and to preserve the integrity and reputation of the University with regard to procurement and contracting.

(2) Purpose. These regulations implement the University’s delegated authority from the University Board of Trustees with respect to the powers, duties and functions of the university’s procurement jurisdiction consistent with Florida Board of Governor’s Regulation 18.001.

(3) Application. These regulations shall apply to all expenditures of funds on deposit with Florida State University involving a purchase, regardless of their source, including federal assistance monies, except as otherwise specified herein, and may be applied to transactions that do not involve a purchase including revenue generating contracts such as food service, bookstore, or vending, when it is in the best interests of the University.

(4) Procurement Organization
   (a) The University Board of Trustees. By this regulation, the Board of Trustees exercises their authority to establish a system and process to coordinate procurement policies, procedures, and practices to be used in acquiring commodities and contractual services required by the University.

   (b) The University President. As chief administrative officer of the University, the President has the responsibility to implement the University’s procurement authority as consistent with the regulations of the Florida Board of Governors and University Board of Trustees. The President has delegated authority to approve, execute and administer contracts for and on behalf of the University Board of Trustees for licenses; the acquisition or provision of commodities, goods, equipment and services; to acquire real property and contract for the sale and disposal of same; leases of real estate and personal property and planning and construction to be rendered to or by the University provided such contracts are within the law and the regulations, rules and policies of the Florida Board of Governors and the University Board of Trustees. The President may delegate all or any portion of such authority, which is not required by law or regulation to be exercised personally, to any employee of the University in the interest of the efficient and effective operation of the University.

(5) Delegation of Procurement Authority
   (a) Duties and Powers. The Chief Procurement Officer is delegated authority to exercise the powers, duties and functions pertaining to the procurement of commodities and contractual services or which are assigned specifically to that position.

   (b) The Chief Procurement Officer may delegate to the Procurement Services department staff such portions of these powers, duties and functions as deemed appropriate.

   (c) Additional Procurement Delegation. Departments’ delegated authority to make purchases of commodities and services for their respective area is limited to the following: Food purchased for the cafeteria at the Florida State University Schools; books and periodicals purchased by University libraries, and construction
and construction related purchases by the Facilities Department. Any such purchases shall be processed by the appropriate University department in full compliance with this regulation. References in this regulation to the procurement department shall include all offices delegated procurement authority under this regulation. References in this regulation to the duties and responsibilities of the Procurement Director shall apply to the director or department head of all areas with delegated procurement authority, regardless of title, however shall not include those powers and duties delegated and granted here to the Chief Procurement Officer, who is head of the Procurement Services Department.

(d) Purchase of Private Attorney Services. Written approval from the Attorney General is not required for private attorney services acquired by the University; however, University General Counsel approval must be obtained.

(e) Purchase of Insurance. The University has the authority to purchase insurance as deemed necessary and appropriate for the operation and educational mission of the University. Examples of insurance coverage that may be acquired by the University include:

1. Physical damage of vehicles and boats;
2. Inland marine on property owned, leased, or loaned to or by the University;
3. Building and property damage;
4. Equipment losses due to theft;
5. Equipment subject to transportation;
6. Loss of rental income;
7. Commercial general liability insurance for scientific equipment;
8. Excess general liability coverage;

(f) Duties and Authority of the Chief Procurement Officer

(a) canvass sources of supply, and contract for the purchase or lease of all commodities and contractual services for the University, in any manner, including, reverse auctions and purchase by installment- or lease-purchase contracts.

(b) Remove any contractor from the University’s competitive solicitation or vendor supply list that fails to respond to one (1) or more competitive solicitations or to fulfill any of its duties specified in a contract with the University and to reinstate any such contractor when satisfied that further instances of default will not occur. A “No Bid” or similar response is considered a response under this section.

(c) Plan and coordinate purchases, including volume purchases; and negotiating and executing agreements and contracts for commodities and contractual services for use by all University departments.

(d) Develop an Annual Certification List to serve as a waiver of the competitive solicitation requirement for commodities/services that are frequently purchased and are available from a single source.

(e) Evaluate, approve and use contracts that are entered into after a public and open competitive solicitation established by the State of Florida agencies or departments, the Federal Government, other states, political subdivisions, cooperatives or consortia, or any independent college or university or educational
cooperative or educational consortia for the procurement of commodities and contractual services, when it is determined to be cost-effective and in the best interest of the University to make purchases under contracts established by such entities. Commodity and cooperative contracts should be reviewed to identify potential savings, and, if there is the potential for savings, enter into new commodity and cooperative contracts to achieve the savings, with the goal of achieving a five-percent savings on existing contract prices. Contracts so approved are not subject to additional competitive solicitation requirements.

(f) Award contracts for commodities and contractual services to multiple suppliers, if it is determined to be in the best interest of the University. Such awards may be on a university, regional or multiple state university-wide basis and the contracts may be for multiple years.

(7) Source Selection and Contract Formation for Commodities and Contractual Services.

(a) Competitive Solicitation Required. The Procurement Director shall be responsible for ensuring that all contracts for the purchase of commodities or contractual services exceeding the maximum competitive solicitation limit established in Board of Governors Regulation 18.001, (currently $75,000), are awarded pursuant to a competitive solicitation, unless otherwise authorized herein or by other applicable law. The purchase of commodities and contractual services shall be divided to avoid the requirement of competitive solicitation.

(b) Public Notice. The Procurement Director, or a designee, shall determine the method of public notice to be used in each case of a competitive solicitation based on the nature and quantity of the commodities, contractual services, or construction sought and the availability and extent of competitive solicitation lists. Posting of competitive solicitations on a Procurement Department website constitutes public advertising.

(c) Receipt of Responses. Competitive solicitation responses shall be delivered, including electronically, as directed in the competitive solicitation to the appropriate Procurement Department, or as otherwise directed in the competitive solicitation document, at or prior to the date and time specified in the competitive solicitation. Only responses that are delivered to that specific location shall be considered. It is the respondent's responsibility to assure that their response is delivered at the proper time and place. If the competitive solicitation is not administered through an electronic sourcing solution, the clock in the Reception area of the Procurement Services Department is designated as the official timepiece for purposes of determining whether a response is received in Procurement Services by the appointed date and hour. Otherwise, the official timepiece is dependent upon the built-in functionality of the electronic sourcing solution. Any individual university Procurement departments with delegated procurement authority may designate an alternate timepiece.

1. Prior to the time a competitive solicitation response is opened, the Procurement Director, or a designee, may change or correct the terms, conditions or specifications by issuing an addendum to all known recipients of the competitive solicitation.

2. A responder to a competitive solicitation may withdraw or correct a response prior to the time that the competitive solicitation response is opened. Any alteration or correction to a response must be in writing and signed or approved electronically, by an authorized representative of the firm who signed the original response.

3. The Procurement Director, or a designee, will permit the withdrawal of a competitive solicitation response for good cause if requested in writing within seventy-two (72) hours of the competitive solicitation response opening and prior to final award of the purchase order being issued. Good cause shall include illegality,
impossibility of performance, or a clear and inadvertent error in the response preparation, but shall not include a respondee's lack of profitability or financial loss resulting from the competitive solicitation. Neither modification nor withdrawal will be permitted at any time if the result of such action is prejudicial to the fairness of the competitive procurement process or a monetary or educational interest of the University.

(d) Competitive Solicitation Evaluation. Responses to a competitive solicitation shall be evaluated based on the requirements set forth in the competitive solicitation. The requirements of the competitive solicitation include but are not limited to criteria such as price, inspection, samples, quality, testing, workmanship, convenience, experience, delivery, and suitability for a particular purpose. These criteria that affect the price shall be objectively measured to the extent practicable. In cases where more than one commodity or contractual service is listed on a response to a competitive solicitation, the University is not required to consider all alternates or options, nor do they have to be considered in sequence.

(e) Right to Reject Competitive Solicitation Responses and Waive Minor Irregularities. The University reserves the right to reject any and all responses to a competitive solicitation. The University also reserves the right to waive minor irregularities in an otherwise valid response. A minor irregularity is a variation from the competitive solicitation terms and conditions, which does not affect the price offered, or give the responder an advantage or benefit not enjoyed by other responders or does not adversely impact the business or educational interests of the University. The University shall correct mistakes clearly evident on the face of the response, such as an error in arithmetic or extension of pricing. In the case of extension errors, calculations based upon multiples of the unit price, the unit price shall prevail.

(f) Receipt of Fewer Than Two Responsive Offers to a Competitive Solicitation. When fewer than two responsive offers are received in response to a competitive solicitation exceeding the competitive solicitation threshold, the Procurement Director, or a designee, shall review the circumstances surrounding the solicitation to determine if a second call for a competitive solicitation is in the best interest of the University. If it is determined that a second competitive solicitation is not in the best interests of the University, the University may proceed with the acquisition based on the one responsive offer received or may proceed to negotiate with any other possible source including the sole responder.

(g) Preferences for Florida-Based VendorSuppliers.

1. Preferences for Personal Property. When a University awards a contract to purchase personal property, other than printing, by competitive solicitation a preference shall be provided to vendorSuppliers with a principal place of business in Florida ("Resident VendorSuppliers") as follows:
   a. If the responsible and responsive vendorSupplier who submits the lowest bid, the most advantageous proposal, or the best value and is one whose principal place of business is outside of Florida and whose state or political subdivision grants a preference for the same purchase to a local vendorSupplier then the University shall grant the same preference to the lowest or best responsible and responsive Resident VendorSupplier.
   b. With respect to Invitations to Bid, if the lowest responsible and responsive bid is from a vendorSupplier whose principal place of business is in a state that does not grant a preference for the purchase to a vendorSupplier in such state, then the University shall grant a preference in the amount of five percent (5%) to the lowest responsible and responsive Resident VendorSupplier.
c. For vendor suppliers whose principal place of business is outside of Florida, such vendor suppliers must, at the time of submitting its bid, proposal or reply, provide a written opinion from a licensed attorney in its state specifying: (a) the preferences granted by the state or political subdivision, as applicable, under the laws of that state to vendor suppliers whose principal place of business is in that state or political subdivision; and (b) how the preference is calculated. The failure to submit the written opinion may be waived as non-material if all vendor suppliers responding to the solicitation have principal places of business outside of Florida.

d. The vendor supplier’s principal place of business, as represented by the vendor supplier in its bid or reply, may be relied upon by the University without further inquiry. If the University determines that a vendor supplier has misrepresented its principal place of business, the vendor supplier’s bid, proposal or reply shall be rejected.

e. For the purpose of paragraph (g) 1., "personal property" shall be defined as goods and commodities, but not real estate, intellectual property or services.

2. Preferences for Printing. When a University purchases printed materials by competitive solicitation, a preference shall be provided to Resident Vendor Suppliers as follows:

a. If the lowest responsible and responsive bid received pursuant to an Invitation to Bid is from a vendor supplier whose principal place of business is outside of Florida, then the University shall grant a preference to the lowest responsible and responsive Resident Vendor Supplier in the amount of five percent (5%) if the University has determined that the printing can be performed by the Resident Vendor Supplier at a level of quality comparable to that obtainable from the vendor supplier submitting the lowest bid whose principal place of business is outside of Florida.

b. For purposes of subparagraph (g) 2.a. the level of quality shall be determined by whether a vendor supplier satisfies the minimum specification requirements as set forth in the Invitation to Bid.

3. Method of Calculating Five Percent Preference. If the competitive solicitation is an Invitation to Bid, then an amount equal to five percent (5%) of the total base bid and any alternates shall be deducted from the base bid and alternates, as applicable, of the lowest responsible and responsive Resident Vendor Supplier’s bid.

4. Determining a Vendor Supplier’s Principal Place of Business. A vendor supplier’s “principal place of business” is determined as follows:

a. If the vendor supplier is an individual or a sole proprietorship, then its “principal place of business” is in the state where the vendor supplier’s primary residence is located.

b. If the vendor supplier is a business organization, then its “principal place of business” is in the state where the majority of the vendor supplier’s executive officers direct the management of the vendor supplier’s business affairs.

5. Federally Funded Projects. Purchases made to perform specific obligations under federally funded projects shall not be subject to this preference requirement to the extent the application of a preference is not allowed under applicable federal law or regulation.

6. If no preference exists or where after application of the preference here, two or more responses are equal in every respect, the University will use a toss of a coin to select the successful response.

(b) Purchases from Contractors Convicted of Public Entity Crimes. The University shall not accept a
competitive solicitation from, or purchase commodities or contractual services from, a person or affiliate who has been convicted of a public entity crime and has been placed on the State of Florida's convicted vendorsupplier list for a period of 36 months from the date of being added to the convicted vendorsupplier list.

(i) Competitive Solicitation Notice of Award. After evaluating the responses to a competitive solicitation, the Procurement Director, or a designee, shall make a determination as to the successful response based on the method of award contained in the competitive solicitation. A notice of award shall be posted electronically by posting a Competitive Solicitation Tabulation Sheet, or other appropriate document, on the Web Site of the Procurement department that issued the competitive solicitation, on the date and time listed in the competitive solicitation or as soon as reasonably possible after the responses are evaluated. The Competitive Solicitation Tabulation Sheet shall contain the competitive solicitation name, the name of each responder including those whose responses were rejected and the dollar amount(s) of each response. The Notice of Award Web Site shall be maintained by each department with delegated procurement responsibility, and shall be available for public inspection at all times during regular University business hours. Any person who is adversely affected by the University’s decision or intended decision regarding a competitive solicitation shall file a written protest which shall be received in the procurement department responsible for issuing the competitive solicitation before the end of the 72 hour posting period shown on the Notice of Award, or within 72 hours after the protestor received actual notice by other delivery of the decision, whichever occurs first. The 72-hour period excludes the hours in weekends and University holidays. Weekends are deemed to begin at 5 PM on Friday and end at 8 AM on Monday. Holidays are deemed to begin at 5 PM at the end of regular workday before the holiday or 8 AM after a Sunday if the holiday begins on a Monday and end at 8 AM on the next regular University workday. Posting of the proposed Notice of Award does not establish a contract between the University and the proposed supplier.

(j) The following shall apply to every solicitation for the procurement of commodities or contractual services: "Respondents to this solicitation or persons acting on their behalf shall not contact any employee or officer of the Florida State University Board of Trustees, a University Direct Support Organization, or The Florida State University concerning any aspect of this solicitation, except in writing to the Chief Procurement Officer or as provided in this solicitation document, from the date of release of this solicitation through the end of the 72-hour period following the University's posting of the notice of intended award, in accordance with BBOG Regulation 18.002. Violation of this provision may be grounds for rejecting a response."

(8) Competitive Solicitation Registration. Individuals and businesses shall register with the University’s Procurement Services department to receive competitive solicitations, a contract or a purchase order from the Central procurement department. The University does not guarantee that a business will receive notice of a competitive solicitation for a particular commodity or contractual service for which they have registered as a supplier and are responsible for monitoring posted notices which interest them. The opportunity to participate in a competitive solicitation is a privilege not a right.

(9) Procurement actions that are not subject to the competitive solicitation process include:

(a) Emergency Purchases. When the President, or a designee, determines in writing that a condition exists that threatens the health or safety of person(s) or animal(s) or the preservation or protection of property or the continuance of a vital University function, the University will proceed with an emergency purchase without a
competitive solicitation. Due to the critical nature of the procurement, emergency purchases do not require that the action be posted in the Notice of Award Web Site for 72 hours. An emergency purchase shall be limited to the purchase of only the type of items and quantities that are required for a time period sufficient to relieve the immediate threat and shall not be used to meet long-term requirements.

(b) Sole Source Purchases. Commodities or contractual services available from a single source shall be exempted from the competitive solicitation process. A sole source document shall be publicly posted on the Notice of Award Web Site for 72 hours, unless the sole source is covered under the annual certification list sole-source certification provided in (6)(d).

(c) Construction Direct Purchase Program. Commodities to be incorporated into any public work (as that term is defined in Fla. Admin. Code RSA 12A-1.094 as authorized under Section 212.08(6), F.S. [tax-exempt purchase] which are procured by the University in accordance with the requirements of the University’s direct purchase program are not subject to any further competitive solicitation.

(d) Commodities and contractual services that are exempt from the competitive solicitation process include:

1. Artistic services;
2. Academic reviews;
3. Lectures;
4. Auditing services;
5. Legal services, including attorney, paralegal, expert witness, appraisal, arbitrator or mediator services;
6. Health services involving examination, diagnosis, treatment, prevention, medical consultation or administration. Prescriptive assistive devices for medical, developmental or vocational rehabilitation including, but not limited to prosthetics, orthotics, and wheelchairs, provided the devices are purchased on the basis of an established fee schedule or by a method that ensures the best price, taking into consideration the needs of the client;
7. Training and education services for University employees;
8. Advertising; [exempt for public placement services];
9. Services or commodities provided by governmental agencies, another University in the State University System, direct support organizations of the university, cooperatives or consortia, political subdivisions or independent colleges and universities;
10. Goods or services purchased with auxiliary funds authorized for such purchases, in direct support of specific programs, conferences, workshops, or continuing education events offered to the general public, for which fees have been collected to pay all expenses associated with the program or event;
11. Purchases from firms or individuals who are proscribed by state or federal law or specified by a granting agency;
12. Regulated utilities and government-franchised services;
13. Regulated public communications, except long distance telecommunication services or facilities;
46-14. Purchases from the Annual Certification List provided in (6)(d).

46-15. Purchases for resale to the public.

46-16. Accounting Services

46-17. Implementation/programming/training services available only from the owner of copyrighted software or its contracted vendors and suppliers.

46-18. Purchases of materials, supplies, equipment, or services for research purposes when the Vice President for research, or a designee, certifies that, in a particular instance, it is necessary for the efficient or expeditious prosecution of a research project.

46-19. Contracts or services provided by not-for-profit support and affiliate organizations of the University, direct support organizations, health support organizations, and faculty practice plans.

(10) Vendor Suppliers Excluded from Competition. In order to ensure objective contractor performance and eliminate unfair competitive advantage, contractors that develop or draft specifications, requirements, statements of work, projects, or programs for future implementation, or competitive solicitation documents, shall be excluded from competing for such procurements.

(11) Standard of Conduct

(a) It shall be a breach of ethical standards for any employee of the University or member of the University Board of Trustees to accept, solicit, or agree to accept a gratuity of any kind, form, or type in connection with any contract for commodities or services. It shall also be a breach of ethical standards for any potential contractor to offer an employee of the University a gratuity of any kind, form, or type to influence the development of a contract or potential contract for commodities or services.

(b) It shall be a breach of ethical standards for any employee to participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, officer, or agent, any member of his immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for an award.

(12) Bonding Requirements

(a) Solicitation Security. A certified, cashier's check, bank draft, bank official check or bid bond may be required as a condition for participating in a competitive solicitation.

(b) Payment and Performance Bonds.

The University is authorized to require any contractor contracting with the University to provide commodities, services, or commodities which include installation, to furnish a payment and performance bond, with good and sufficient securities, to the University prior to the issuance of the contract. Any contract between the University and a contractor, for the purchase of commodities, services, or commodities which include installation, may be required to furnish a payment and performance bond, with good and sufficient securities, to the University prior to the issuance.
of the contract as pursuant to BOG Regulation 18.002.

12. The bond or security must be in an amount equal to 100% of the response submitted to the competitive solicitation.

23. Competitive Solicitation Protest Bond. Any contractor that files an action pursuant to BOG Regulation 18.002, protesting a decision or intended decision pertaining to a solicitation, shall, at the time of filing of the formal protest, post with the University, a bond payable to the University in an amount equal to: 10% of the estimated value of the protestor's competitive solicitation response; 10% of the estimated expenditure during the contract term; $10,000; or whichever is less. The bond shall be conditioned upon the payment of all costs which may be adjudged against the contractor filing the protest action. In lieu of a bond, the University will accept a cashier's check or money order in the amount of the bond. Failure of the protesting contractor to file the required bond, cashier's check or money order at the time of filing the formal protest shall result in the denial of the protest.

13. Contract Formation

(a) Contracts for the purchase of commodities or contractual services or licenses shall consist of a purchase order or a purchase order and bilateral agreement (an individual written contract in addition to the purchase order) signed by the President of the University, or a designee who has been granted power of attorney through the University President, prior to the goods or services being ordered, contracted for, or rendered by the contractor.

(b) Any contract for the purchase of services or tangible personal property for a period in excess of one fiscal year shall include the following statement: "The State of Florida's and University's performance and obligation to pay under this contract is contingent upon an annual appropriation by the Legislature."

(c) The extension of a contract granted to extend the time to complete the contract shall be in writing signed by the Chief Procurement Officer. Contract extension shall not cause the University to incur additional costs. The contract extension shall be signed by both parties if a bilateral agreement and a purchase order were issued, and shall be subject to the same terms and conditions set forth in the initial contract, for up to twelve months or until completion of the competitive solicitation and award or protest, whichever is longer. There shall be no extension of a contract.

(d) A contract may contain provisions for renewal. If the commodity or contractual service is purchased as a result of a competitive solicitation, all contemplated renewal periods must be included in the competitive solicitation, and evaluated as part of the award evaluation process, including a cost algorithm to determine the cost to the University during renewal periods. Renewals of a contract may not exceed five years or twice the term of the original contract, whichever is longer. This provision is not intended to apply retroactively; existing contracts entered into prior to January 1, 2017, including any specified renewal periods may continue in accordance with existing contract terms.

(e) The President, or a designee, shall have the authority to enter into deferred payment agreements, in accordance with Board of Governors debt policies. The University may utilize the State of Florida Department of Financial Services Consolidated Equipment Financing Program if it is deemed advantageous. When the Consolidated Equipment Financing Program is used, the University will submit the contract to the Department of Financial Services for the purpose of pre-audit review and approval prior to acceptance. No such agreement shall establish a debt of the State or shall be applied to the faith and credit of the State, nor shall any agreement be a
liability or obligation of the State except from appropriated funds.

(f) In order to promote cost-effective procurement of commodities and contractual services, the University may enter into contracts that limit the liability of a vendor or supplier consistent with Section 672.719, F.S. and consistent with the lawful limits of state sovereign immunity.

(g) The total value of the contract shall be the purchase price for the initial term plus all renewal costs.

(14) Authority to Suspend or Debar a Business.

The Chief Procurement Officer shall remove a business from the University’s authorized vendor or supplier list and reject all responses offered by that business in the event the business’s performance through acts of omission or commission results in any of the following grounds, when it is determined to be in the best interest of the University, including but not limited to:

(a) Failure to respond to a competitive solicitation without giving a justifiable reason for such failure.

(b) Failure to make timely delivery or fully comply with the pricing, terms, conditions, or specifications, on any one contract or purchase order.

(c) Any attempt to influence a purchase, specification, award, or other pertinent factor, in violation of this Regulation and BOG Regulation 18.001.

(d) Being charged or convicted before a court of competent jurisdiction with committing a fraud, misdemeanor or felony in connection with the business’s commercial enterprise. If charges are dismissed, the owner of the business is found not guilty, or the guilty verdict is reversed through the appellate process, the business is found not guilty, or the guilty verdict is reversed through the appellate process, the suspension shall be lifted immediately upon notification by the business.

(e) Bankruptcy.

(f) Continuing to supply commodities or contractual services before receiving a purchase order or after receiving a notice not to supply commodities or contractual services without first receiving an official Florida State University purchase order signed by the Procurement Director.

(15) Default

(a) Vendors or suppliers who fail to make delivery or perform in accordance with the conditions, specifications, drawings or terms and conditions of a purchase order or contract shall be notified in writing, stating the nature of their failure to perform and provide a time certain for correcting the failure. Reasonable time for correcting the failure should not be generally less than ten (10) calendar days after receipt of such notice by the vendor or supplier, except in case of a documented emergency. The notification shall also provide that should the vendor or supplier fail to perform within the time provided, that it will be in default; it will be removed from the University’s vendor or supplier list and competitive solicitation lists; and the University will re-procure the commodity or service from another source, which will obligate the vendor or supplier to pay all re-procurement costs and costs.
for cover.

(b) Unless the vendor/supplier corrects its failure to perform within the time provided, or unless the University determines based on its own investigation that the vendor/supplier’s failure is legally excusable, the vendor/supplier shall be found in default and issued a second notice stating the reasons the vendor/supplier is considered in default and stating that the University has re-procured the commodity or service and the amount of the procurement and the cover cost. The University shall also advise the defaulting vendor/supplier that the vendor/supplier has been removed from the vendor/supplier and competitive procurement lists pursuant to this regulation and will not be eligible to submit a competitive solicitation or be awarded a contract until such time as the University is reimbursed for all re-procurement costs and for costs of cover. The defaulting vendor/supplier also shall be advised of the right to protest as provided in (16)(c) of the Regulation and shall follow the protest procedures provided in BOG Regulation 18.002(b).

(c) The Procurement Director shall determine the method for re-procurement of commodities or contractual services as the best interest of the University require.

(d) The University may issue a second competitive solicitation or purchase on the open market if a substantially similar procurement is not accomplished under (c) above. Until such time as the vendor/supplier reimburses the University for all re-procurement and cover costs, the defaulting vendor/supplier shall not be reinstated on the University’s competitive solicitation list and shall not be eligible for any type of purchase order or contract with the University.

(e) All correspondence to vendor/supplier respecting failure to perform shall be sent by certified mail, return receipt requested or documented courier delivery service. The foregoing provisions do not limit or exclude the University’s remedies at law.

(16) Protested Solicitations and Awards. Protests arising from all University contract procurement processes for the purchase of goods, services, leases and for construction-related competitive solicitations shall be handled in accordance with BOG Regulation 18.002.

(a) Purpose: The procedures set forth in this Regulation shall apply to protests that arise from all University contract procurement processes for the purchase of goods, services, leases and for construction-related competitive solicitations, and shall be the exclusive set of procedures applicable to all such protests.

(b) Definitions:

1. Adversely affected—where the University decision or intended decision will cause immediate injury in fact to the protestor and the injury is of the type that the pertinent law or regulation is designed to protect.

2. Days—calendar days.

3. Decision or intended decision—the Specifications, the rejection of a response or all responses to a competitive solicitation, the intent to award a contract pursuant to a competitive solicitation as indicated by a posted written notice, a sponsored research exception, or a determination that a specified procurement can be made only from a sole source.

4. Electronic posting—posting on the University’s designated website.

5. Filing—when filing documents or written materials with.
ab. The Notice of Intent to Protest, the Formal Protest, or the written materials filing the Notice of Intent to Protest or the Formal Protest, in person or at a hearing, shall be filed in the Office of the President or the President's Designee for the President or the President's Designee for the President's Office. The Office of the President or the President's Designee shall accept the Notice of Intent to Protest, the Formal Protest, or the written materials filing the Notice of Intent to Protest or the Formal Protest, in person or at a hearing, as required by this regulation.

bb. The President or the President's Designee may accept the Notice of Intent to Protest, the Formal Protest, or the written materials filing the Notice of Intent to Protest or the Formal Protest, in person or at a hearing, as required by this regulation.

cc. The President or the President's Designee may accept the Notice of Intent to Protest, the Formal Protest, or the written materials filing the Notice of Intent to Protest or the Formal Protest, in person or at a hearing, as required by this regulation.

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20. Timely Filed—actual receipt of documentation or written material by the Issuing Office, the President, the President's Designee, or the Procuring Officer on or before the deadline.

21. University Official—the person appointed by the President to conduct a summary proceeding:

(a) Notice of Decision or Intended Decision. The University shall provide a notice of decision or intended decision by electronic posting. The notice shall contain the following statement: ‘Failure to timely file a protest or deliver the required bond or other security in accordance with the Board of Governors Regulation 18.002 and 18.003 shall constitute a waiver of protest proceedings.’

(b) Initiating a Protest. If a Potential Protestor desires to protest a decision or intended decision of the University, the Potential Protestor must timely file a Notice of Intent to Protest, a Formal Protest, and the required Solicitation Protest Bond prescribed by the Board of Governors Regulation 18.003 with the Issuing Office.

(c) Notice of Intent to Protest:

1. Timely Filing of a Notice of Intent to Protest.
   a. Preparing a Specification. If the Potential Protestor is protesting a Specification, the Potential Protestor must timely file a Notice of Intent to Protest with the Issuing Office within 72 hours of the university's posting of the Specification that is being protested. A Potential Protestor’s failure to timely file a Notice of Intent to Protest within 72 hours of the posting of the Specification shall constitute a waiver of the right to protest proceedings related to that Specification.

   b. Preparing any Other Decision or Intended Decision. If a Potential Protestor is protesting any decision or intended decision other than a Specification, the Potential Protestor must timely file a Notice of Intent to Protest with the Issuing Office within 72 hours of the Issuing Office’s posting of the notice of decision or intended decision that is being protested. A Potential Protestor’s failure to timely file a Notice of Intent to Protest within 72 hours of the Issuing Office’s posting of the notice of decision or intended decision being protested shall constitute a waiver of the right to protest proceedings related to that decision or intended decision.

2. Filing Period for the Notice of Intent to Protest. The 72-hour period for filing the Notice of Intent to Protest begins upon the electronic posting of the decision or intended decision. If the end of the 72-hour period falls on a Saturday, Sunday, or legal holiday, the deadline for filing the Notice of Intent to Protest shall be the next business day. A Notice of Intent to Protest may not be filed before the 72-hour period begins.

3. Content of the Notice of Intent to Protest. The Notice of Intent to Protest must be addressed to the Issuing Office; must identify the Potential Protestor; and must provide the Potential Protestor's name and address, the name and address of the University whose action is being protested, the decision or intended decision being protested, the amount of the bond, if any, that will be required, the date by which the bond must be filed, and any other information necessary to provide a complete protest.

4. Formal Protest and Solicitation Protest Bond. The Potential Protestor must timely file a Formal Protest with the Issuing Office within 10 days after the date the Notice of Intent to Protest...
was filed—In addition, the Potential Protestor must timely file the required Solicitation Protest Bond with the Issuing Office within ten (10) days after the date the Notice of Intent to Protest was filed. The failure of the Potential Protestor to timely file the Formal Protest or to timely file the Solicitation Protest Bond shall constitute a waiver of the Potential Protestor's right to protest proceedings and/or the denial and dismissal of the Potential Protestor's protest.

2. Content of the Formal Protest. The Formal Protest must state with particularity the facts and law upon which the protest is based. Only actual or prospective bidders or offerors who would be adversely affected by the University's proposed action have standing to protest the award or intent to award a contract through competitive solicitation. The Formal Protest must contain the following:

a. The name of the Protestor and the address, telephone number and email address of the Protestor/Protestor's counsel or representative. The email address provided will be the email address used by the Issuing Office, the President, the President's Designee, the President's Designee, and the President for serving the Protestor with notice, documents and other materials related to the protest;

b. The identification of the University and competitive solicitation involved, if any competitive solicitation is involved, identification of the action being protested;

c. A statement of when and how the Protestor received notice of the decision or intended decision that is being protested;

d. A concise statement of the facts, including the facts the Protestor contends warrant reversal or modification of the University's decision or intended decision;

e. A statement of all disputed issues of material fact, or if there are none, the Formal Protest must indicate so;

f. A statement of the specific regulations or laws that the Protestor contends require reversal or modification of the decision or intended decision, including an explanation of how the alleged facts relate to the specific regulations or statutes;

g. A statement of all information establishing that the Protestor is an interested party for the purpose of filing a protest, and how the Protestor would be adversely affected by the University's proposed action;

h. A statement of the relief sought by the Protestor, stating precisely the action the Protestor wishes the University to take with respect to the protest; and

i. A copy of any documents or materials referenced or incorporated into the Formal Protest.

(g) Impact on Procurement Process.

1. Upon receipt of the Formal Protest by the Issuing Office, the Issuing Office will stop the solicitation or contract award process until the subject of the protest is resolved, unless the President acts forthwith in writing or under special circumstances as herein specified, which require the commencement of the solicitation or contract award process, without delay in order to avoid an immediate and serious danger to the public health, safety or welfare.

2. The President/President's Designee may, in response to a Protest, terminate the contract procurement process, terminate the solicitation process, and/or reject all bids. If any such action is taken, the Protestor shall be automatically dismissed, and the University may, if desired, reinstate the contract procurement process.
(h) University’s Response to a Formal Protest: The University will file a notice with the Hearing Office of the name, phone number, and email address for the attorney representing the University in the protest; the email address provided will be the email address used by the Hearing Officer, the President, the President’s Designee, the Hearing Officer, and the other parties for serving the University with notice, and to document and material related to the protest. The University may file a written response to the Formal Protest with the Hearing Officer within seven (7) days after the date the Formal Protest is filed.

(i) Right of Counsel: A party participating in the protest or appearing in a protest proceeding has the right, at the party's own expense, to be represented by counsel or by a qualified representative.

(j) Resolution by Mutual Agreement:

1. Informal Discussions: Following the timely filing of a Formal Protest and Solicitation of Protection Bond, the University may hold informal discussions with the Protesting party to resolve the protest by mutual agreement. Such discussions, if made available, will take place within seven (7) days of the filing of the Formal Protest. The President/President’s Designee has the authority to settle or receive protests.

2. Time Tolled: If informal discussions are scheduled, the time requirements of this regulation are tolled for the period from the date the Formal Protest is filed until the date the last informal discussion is scheduled for or held.

3. Settlement Agreement: Unless prevented by law, if the parties reach a mutual agreement and a term in the settlement agreement conflicts with this regulation, the term in the settlement agreement will control.

4. Failure of Parties to Resolve by Mutual Agreement: If informal discussions are not held, or the informal discussions do not result in a mutual agreement between the parties, the protest shall proceed to either a summary proceeding or a quasi-judicial hearing, as appropriate.

(k) Determination of Appropriate Proceeding: When there is no resolution by mutual agreement, the President/President’s Designee shall appoint a University Official, and the Initiating Office will forward all material filed by the parties to the University Official. The University Official will review the material filed by the parties that would be admissible in evidence to determine whether there are any disputed issues of material fact. If the protest contains no disputed issues of material fact, a summary proceeding is appropriate. If the protest contains disputed issues of material fact, a quasi-judicial hearing is appropriate.

(l) Summary Proceeding: If the protest contains no disputed issues of material fact, the University Official shall conduct a summary proceeding. The summary proceeding will be conducted within thirty (30) days after the date the Formal Protest was filed.

1. Notice of Proceeding: The University Official shall serve written notice on all parties; such notice will allow the parties at least seven (7) days from the date of the notice to file with the University Official any documents, memoranda of law, or other written material (collectively referred to as “written material”) in support of or in opposition to the University’s action or refusal to act and to serve the other parties with a copy of the same. At the end of the seven (7) days, the University Official shall send a second notice to the parties stating that the parties have seven (7) days to file with the University Official and to serve the other parties with their written responses to the written material filed by the other parties.

2. Informal Hearing: The University Official may, in the University Official’s sole discretion, schedule
an informal hearing on the matter for the purpose of taking oral evidence or argument. If the University Official schedules an informal hearing, the University Official shall serve the parties with written notice at least fourteen (14) days prior to the hearing, setting forth the place, date, and time of the hearing.

3. University Official’s Recommended Order:
   a. The University Official will issue a Recommended Order to the President on whether the University’s proposed action is contrary to the applicable statutes, regulations, or policies governing the University, or to the Specifications. The University Official’s Recommended Order shall take into consideration only those documents and written materials filed by the parties, and if an informal hearing is held, information obtained as a result of the informal hearing.
   b. The University Official’s recommended order shall be issued to the President within fifty (60) days of the receipt of the Formal Protest. The University Official shall serve copies of the Recommended Order, along with the date the Recommended Order was issued, to the parties immediately after issuing the Recommended Order to the President.
   c. The University Official shall also submit the recording of the informal hearing, if one was held, and all documents and written materials filed in the matter to the President when issuing the Recommended Order.

4. Exceptions to the University Official’s Recommended Order. The parties may file written exceptions to the Recommended Order. The parties must file any exceptions to the Recommended Order with the President within seven (7) days after the date the Recommended Order was issued.

5. The Final Order. The President shall enter a Final Order within twenty-one (21) days after the date the Recommended Order was issued. In deciding whether to follow or depart from the University Official’s Recommended Order, the President may consider the written materials and exceptions filed by the parties and the recording of the informal hearing, if any. The President’s Final Order is the final decision of the University.

6. Point of Entry. Judicial review of the University’s final decision shall be in accordance with Florida Rule of Appellate Procedure 9.250(b)(2), applicable to review of quasi-judicial decisions of an administrative body not subject to the Administrative Procedure Act. Any request for review may be made by filing a petition for extraordinary review with the appropriate circuit court within thirty (30) days after the date of the University’s final decision. Failure to seek timely review shall constitute a waiver of the right to appeal the University’s final decision.

m. Quasi-Judicial Hearing. If the Formal Protest contains issues of material fact, the President’s Designee shall refer the Formal Protest to a Quasi-Judicial Officer for a quasi-judicial hearing. The hearing shall be conducted within forty (40) days after the date the Formal Protest was filed.

1. Appointment of Quasi-Judicial Officer. Within seven (7) days after the date the Formal Petition was filed, the President’s Designee shall appoint a Quasi-Judicial Officer to receive and consider the request for hearing and, upon receiving documents, laws, and regulations as may be required by the Board of Governors, assign the Quasi-Judicial Hearing to the Department, and for assignment of a Quasi-Judicial Hearing (‘‘hearing’’).

a. Within seven (7) days after being appointed, the Quasi-Judicial Officer shall issue a Notice of Hearing, stating the time, date and location for the parties to present evidence and argument on the issues under consideration. The Quasi-Judicial Officer shall set a time and place for all hearings and shall serve written notice on all the parties.

b. The Quasi-Judicial Officer shall give no less than 14 days' notice of the hearing on the merits of the protest, unless otherwise agreed by the parties.

3. University Statement of Actions. Within seven (7) days after the appointment of the Quasi-Judicial Officer, the university shall file a written statement with the Quasi-Judicial Officer stating the actions (proposed actions, actions already taken, or refusal to take action are referred to as "actions") of the University,
and a summary of the factual, legal, and policy grounds for such actions. The University shall immediately serve a copy of the Statement of Actions on the other parties.

4. Protester’s Response to University Statement of Actions. Within seven (7) days after the university provides the University Statement of Actions to the Quasi-Judicial Officer, the Protestor may file a written response to such statement with the Quasi-Judicial Officer. The Protestor shall immediately serve a copy of the Protestor’s Response to the University’s Statement of Actions on the other parties.

5. Discovery. After the assignment of the Quasi-Judicial Officer, the parties may obtain discovery through the means and manner provided in the Florida Rules of Civil Procedure 1.300 through 1.600. The Quasi-Judicial Officer may issue appropriate orders to effectuate the purposes of discovery and to prevent delay.
   a. Each party must serve a list of evidence to the other parties at least seven (7) days prior to the first day of the hearing along with a general description of how the party intends to use the evidence in the hearing.
   b. Each party must file a witness list with the Quasi-Judicial Officer and serve the same on the other parties at least seven (7) days prior to the first day of the hearing. The parties must include a general description of how the party intends to use each witness in the hearing with the witness list.

6. De Novo Proceeding. The Quasi-Judicial Officer shall conduct a de novo proceeding to determine whether the university’s decision is contrary to the statutes, regulations, or policies governing the university, or contrary to the Specifications. The standard of proof for the proceeding shall be whether the proposed university action was clearly erroneous, contrary to competition, arbitrary, or capricious. However, if the protest is regarding the university’s decision to reject all responses to a competitive solicitation, the standard of review shall be whether the University’s intended action is illegal, arbitrary, dishonest, or fraudulent.

7. Burden of Persuasion. The burden of proof rests with the party protesting the university action.

8. Conduct of Hearing. All parties shall have an opportunity to present evidence, to respond to all issues involved, to conduct cross-examination and submit rebuttal evidence, and to submit proposed findings of fact and proposed orders.
   a. The hearing shall be conducted in conformity with the Florida Rules of Civil Procedure and the Florida Rules of Evidence applicable in civil proceedings unless specifically contradicted by this regulation or otherwise agreed by the parties.
   b. Each party shall have a minimum of fifteen (15) minutes to present its position. The Prosecutor shall present its argument first and have the opportunity to rebuttal. At the Quasi-Judicial Officer’s discretion, the University may have the opportunity for cross-examination.
   c. The Quasi-Judicial Officer has the right to question each party and any witnesses.

9. Recommended Order. The Quasi-Judicial Officer may request that the parties submit proposed findings of fact, conclusions of law, orders and memoranda on the issues within the time designated by the Quasi-Judicial Officer. No later than thirty (30) days after receipt of the hearing transcript, the Quasi-Judicial Officer shall issue a written Recommended Order to the President, and serve a copy on each of the parties.

10. Preliminary Order and Exceptions to the Preliminary Order. Within fourteen (14) days after the date
the Recommended Order was issued, the President shall issue a Preliminary Order and serve the parties— with a notice of such order. If the Petitioner takes exception to the Preliminary Order, the Petitioner must timely file its written exceptions with the President within fourteen (14) days after the date the Preliminary Order was issued. The Preliminary Order shall provide that the Preliminary Order is the Final Order unless the Petitioner files written exceptions to the Preliminary Order within the President no later than fourteen (14) days after the date this Preliminary Order is issued.

11. Final Order:
   a. If no written exceptions are timely filed, the Preliminary Order is the Final Order;
   b. If the Petitioner timely files written exceptions, then within fourteen (14) days after the end of the 14-day period for filing exceptions to the Preliminary Order, the President will review the Preliminary Order and the timely filed exceptions and will render a Final Order;
   c. The President's Final Order is the final decision of the University.

12. Point of Entry—Judicial review of the University's final decision shall be in accordance with Florida Rules of Appellate Procedure Rule 9.100(b)(7); applicable to review of quasi-judicial decisions of an administrative body not subject to the Administrative Procedure Act. A request for review may be made by filing a petition for certiorari review with the appropriate circuit court within thirty (30) days after the University’s final decision. Failure to seek timely review shall constitute a waiver of the right to appeal the University’s final decision.

13. Computation of Time: In computing any period under this regulation, or by order of a President, the day of the act from which the period begins to run shall not be included. The last day of the period shall be included unless it is a Saturday, Sunday, or legal holiday; in which event the period shall run until the end of the next day which is not a Saturday, Sunday or legal holiday. When the period allowed is less than 7 days, intermediate Saturdays, Sundays, and legal holidays shall be excluded in the computation. Notwithstanding the above, this Section does not apply when computing the time period for filing the Notice of Intent to Protest as it is computed in accordance with Section 15(b) of this regulation.

14. Conflict—Following appointment of the University Official or the Quasi-Judicial Officer or the President Office or a panel proceeding, the attorney representing the university in the protest will not serve as legal advisor to the President Office or until the protest proceedings are over (to include the period of time in which the final decision of the university can be appealed).

15. Intervenors—Persons other than the original parties to a pending proceeding whose substantial interest will be affected by the proceeding and who desire to become parties may petition the President Office in leave to intervene. Except for good cause shown, petitions for leave to intervene must be filed with the President Office no later than 20 days after the date the Formal Petition was filed. The petition shall include allegations sufficient to demonstrate that the intervenor is entitled to participate in the proceeding as a matter of constitutional or statutory right or pursuant to a Board of Governors or university’s rule or regulation, or that the substantial interest of the intervenor is subject to determination or will be affected through the proceeding. The petition shall also include the email address of the intervenor. If intervenor's counsel or representative, the email address provided will be the email address used by the President, the President’s Designee, the President Office, and the other parties for serving the intervenor with notice, documents, and materials related to the protest. If time permits, the parties may, within seven (7) days after service of the intervenor's petition, file a response in opposition to the petition with the
(15) **Presiding Officer Orders.** The Presiding Officer may issue any orders necessary to effectuate discovery, to prevent delay, and to promote the just, speedy, and inexpensive determination of all aspects of the protest.

(16) **Motions.** All requests for relief shall be by motion. All motions shall be in writing unless made on the record during a hearing and shall fully state the action requested and the grounds relied upon. The moving party shall file the motion with the Presiding Officer and serve a copy on the other parties. When time allows, the other parties may, within seven (7) days after service of a written motion, file a response in opposition and serve the same on the other parties. Written motions will normally be disposed of after the response period has expired based on the motion, together with any supporting or opposing memoranda. The Presiding Officer shall conduct proceedings and enter such orders as are deemed necessary to dispose of issues raised by the motion. Motions other than a motion to dismiss shall include a statement that the movant has conferred with the other parties of record and shall state whether any party has an objection to the motion. Motions for extension of time shall be filed prior to the expiration of the deadline sought to be extended and shall state good cause for the request.

(17) **Evidence.** In a protest to an invitation to bid or request for proposals procurement, no submissions made after the bid or proposal opening which amend or supplement the bid or proposal shall be considered. In a protest to an invitation to negotiate procurement, no submissions made after the University announces its intent to award a contract, reject all replies, or withdraw the solicitation which amend or supplement the reply shall be considered.

(18) **Continuance.** The Presiding Officer may extend the time period for holding the hearing. The Presiding Officer may also grant a continuance of a hearing for good cause shown. Except in cases of emergency, requests for continuance must be made at least seven (7) days prior to the date noticed for the hearing.

(19) **Records.** The University shall accurately and completely preserve all testimony and evidence in the proceeding and upon the request of any party, shall provide a copy of the testimony. The University may charge the cost of duplication to the requesting party. Proceedings shall be recorded by a certified court reporter or by recording instruments. Any party to a hearing may, at its own expense, provide a certified court reporter if the University does not. The Presiding Officer may provide a certified court reporter. Any hearing reported by a court reporter, any party who wishes a transcript of the testimony shall tender the same at its own expense. If a court reporter records the proceedings, the recitation shall become the official transcript.

(20) **Costs and Attorney Fees.** If the Quasi-Judicial Officer determines that the non-prevailing party has participated in the hearing for an improper purpose, the Quasi-Judicial Officer may award attorney's fees and costs to the prevailing party, as appropriate. If the Quasi-Judicial Officer awards the University attorney's fees and costs, upon protestor's payment of such costs, the University shall retain the solicitation protest bond in the Proceed. "Improper purpose" means participation in the protest proceeding primarily to harass, cause unnecessary delay, or involve purposelessly increasing the costs of litigation, licensing, or securing the approval of an activity, or filing a meritorious protest.

(17) **Purchase of Motor Vehicles.**

(a) The University has authority to:

1. Establish standard classes of motor vehicles to be leased, purchased or used by University personnel;
2. Obtain the most effective and efficient use of motor vehicles for university purposes;

3. Establish and operate facilities for the acquisition, disposal, operation, maintenance, repair, storage, control and regulation of University-owned motor vehicles. Acquisition may be by purchase, lease, installment-purchase, loan or by any other legal means and may include a trade-in. All motor vehicles purchased or leased shall be of a class that will safely transport University personnel and adequately meet the requirements of the University;

4. Contract for specialized maintenance services.

(b) Motor vehicles owned, leased or operated by the University shall be for official University business only.

(14) Definitions.

(a) Artistic Services. Services provided by an individual or group of individuals who profess and practice a skill in the area of music, dance, drama, folk art, creative writing, painting, sculpture, bronze, photography, antique or period furniture reproduction or restoration, graphic arts, website design, craft arts, industrial design, costume design, fashion design, motion pictures, television, radio or tape and sound recording or in any other related field, as determined by the Chief Procurement Officer. Web design shall not include website hosting, maintenance, or and computer-related services, only the portion of the design meeting the definition of an artist shall be exempt. If artistic web design cannot be separated from the non-artistic portion of the purchase, the artistic exemption shall not apply.

(b) Business Any corporation, partnership, individual, sole proprietorship, joint stock company, joint venture or any other private legal entity.

(c) Commodity.—Supplies, materials, goods, merchandise, food, equipment or other personal property, including a mobile home, trailer or other portable structure, which are purchased, leased, lease-purchased or otherwise contracted for by the University. “Commodity” also includes interest on deferred-payment contracts entered into by the University for the purchase of other commodities. Printing of publications and photocopying shall be considered a “commodity.” Software license agreements shall be considered a “commodity.”

(d) Competitive Negotiation.—The establishment of a contract through deliberation, discussion or conference on the specifications, terms and conditions of a proposed agreement.

(e) Competitive Solicitation.—An invitation to Bid, Request for Proposal or Invitation to Negotiate issued by a procurement department with delegated authority as specified in this regulation to select a contractor.

(f) Contract.—Document issued by the procurement department, including purchase orders and bi-lateral agreements, regardless of their designation.

(g) Contractual Service.—The rendering by a contractor of its time and effort rather than the furnishing of specific commodities. The term applies only to those services rendered by individuals and firms who are independent contractors. “Contractual service” does not include labor or materials or selection of professional services for the construction, renovation, repair, maintenance or demolition of facilities or grounds.

(h) Cover. The difference between the cost to procure substitute commodities or services and the contract price for such commodities or services.

(i) Department Any Florida State University college, school, department, principle investigator, club, organization or other budget entity assigned a departmental account by the University.
(j) Extension. An increase in the time allowed for the contract period.

(k) Independent Contractor — A person or firm who provides a service to the University, but does not have any employment or other relationship or connection with the University as provided in s. 112.313, F.S.

(l) Invitation to Bid. A solicitation for competitive bids issued by the procurement department, including reverse auctions, with the title, date, and hour of the public bid opening designated and the commodity, group of commodities or services defined.

(m) Invitation to Negotiate. — An invitation extended to prospective vendors or contractors by the University, whether by advertisement, written solicitation, electronic media or any other form of communication, to define the specifications, terms and conditions of a contract for commodities or contractual services. An Invitation to Negotiate shall be awarded as the best interests of the University indicate and does not require numeric scoring. Cost may or may not be a consideration in the initial stages of negotiating.

(n) Minority Business Enterprise. — A business concern as defined in s. 288.703(12), F.S.

(o) Mutuality of Management. That circumstance wherein two or more businesses are owned or managed by the same person or persons. Mutually managed businesses shall submit only one response to a competitive solicitation. The Procurement Director may reject all responses from mutually managed businesses submitting more than one response to a competitive solicitation. If more than one response is submitted and subsequently evaluated, only one response will be considered in determining an award.

(p) Person. Shall have the meaning provided in s.1.01 (3), Florida Statutes.

(q) President. The chief executive officer of the University, responsible for its operation and administration.

(r) Public Entity Crime — A violation of any state or federal law by a person in the transaction of business with any public entity of any state or with the United States government involving antitrust, fraud, theft, bribery, collusion, racketeering, conspiracy or material misrepresentation.

(s) Purchase. — an acquisition of commodities or services obtained by purchase order or contract whether by rent, lease, installment- or lease-purchase, outright purchase, or license.

(t) Purchases for Resale. — the purchase of commodities or contractual services acquired for selling them to the public. Purchases of commodities or contractual services acquired for resale or transfer of ownership to other University departments are not purchases for resale.

(u) Procurement Services. — also known as Central Procurement; the department with primary procurement responsibilities at the University.

(v) Renewal. — Contracting with the same contractor for an additional period after the initial contract term provided the original terms of the agreement specify an option to renew.

(w) Request for Proposal. A written solicitation issued by the Procurement department for competitive proposals for commodities or contractual services with the title, date, and hour of the public opening designated. A request for proposals may be used when the scope of work is not clearly defined or cost is not the primary consideration.

(x) Respondent. A person or business that has submitted a bid, proposal response or an offer to negotiate, as the result of a competitive solicitation.
(v) Response. A bid, proposal or offer to negotiate submitted as a result of a competitive solicitation that designates the title, date and time of the public opening. The response shall be submitted in accordance with instructions provided in the competitive solicitation prescribing all general and special conditions.

(c) Responsible Vendor/Supplier or responder. Individuals or businesses that possess the ability to perform successfully under the terms and conditions of the proposed purchase.

(aa) Responsive offer. A response from a responsible responder that complies in every respect with the terms, conditions and specifications of a competitive solicitation.

(bb) Request for Quotation. A written or oral request issued by the Procurement department to one or more vendors to provide pricing on specified commodities or contractual services when the total costs, including all renewal options, is less than the competitive solicitation threshold. Requests for Quotations are not subject to the electronic posting requirements of BOG 18.002.

(cc) Specifications.

1. A clear and accurate description of the technical requirements, including the range of acceptable characteristics or minimum acceptable standards, for the material, product, or service to be purchased. In competitive solicitations, such specification shall not contain features which unduly restrict competition.

2. The specific features of "brand name or equal" descriptions that responders are required to meet when such items are included in a competitive solicitation.

3. A clear and accurate description of the physical, performance or functional characteristics of a commodity or contractual service, including plans, drawings, samples or a description of any requirement for inspection, testing or preparing a commodity or contractual service for delivery.

(dd) Term Contract. — An indefinite quantity contract for the purchase of commodities or contractual services during a prescribed period of time.

(ee) Vehicle. — This term includes any automobile, airplane, truck, mobile construction equipment, golf cart, tractor, watercraft or other vehicle.

(ff) Vendor/Supplier. A person or business that has received a duly executed purchase order or purchase order and contract from the University.

Specific Authority BOG Regulation 1.00(d)(1d), (7)(b) Law Implemented 112.313, 283.33, 672.719, 1004.22(7) FS, History—New 1-5-81, Formally 6C2-2.15, 6C2-2.015 Amended 11-4-87, 6-11-91, 12-21-93, 10-20-99, 3-17-03, 9-19-2008, 9-25-2010, 3-7-2014, 10-9-2015

Revision Note-7-18-2014—Department and Director of Purchasing Services changed to Department and Director of Procurement Services as technical change.

Specific Authority BOG Regulation 1.001(3) (d), (7) History—New, 9-19-2008, Amended 6-12-2014
TO: President John Thrasher
FROM: Provost Sally McRorie
DATE: May 9, 2017
SUBJECT: Proposal to Implement Master of Science in Business Analytics

Request for Approval

The proposed Master's in Business Analytics will be the first STEM-designated degree in the FSU College of Business. It will fill a growing demand for a graduate program that develops skills in storing, retrieving, manipulating, and interpreting large volumes of operational data to inform strategic decisions. These skills are highly valued in the business arena; as a result, employers' demand for graduates of such programs is predicted to grow at a faster rate than any occupation in the next three to five years. In 2015, 43% of European and U.S. business executives predicted that data analytics will be the highest-valued skill in their companies in three years (http://www.marketer.com/Article/Three-Years-Analytics-Big-Data-Skills-Will-Most-Demand/1013889).

The Business Analytics degree will prepare students for high-wage positions in industry, with graduates earning between $64,000 to $154,000 annually. If this program is approved, Florida State University would offer the only degree in this C.I.P. category within the State University System. There is no distance-learning component to the proposed degree; it will be offered face-to-face on the main campus.

The faculty members and other resources are already in place to support the program, due to the proactive efforts of the College of Business in hiring relevant faculty and reorganizing several units into the new Department of Business Analytics, Information Systems and Supply Chain. The new Department is committed to engaging industry and other stakeholders to keep the curriculum relevant and to provide interaction between students and business executives.
TO: President John Thrasher
FROM: Provost Sally McRorie
DATE: May 9, 2017
SUBJECT: Proposal to Explore Master of Science in Systems Engineering
           Request for Approval

The proposed Master of Science in Systems Engineering will bring together a unique synthesis of Engineering sub-disciplines in order to train graduates to design and manage complex engineering systems over their life cycles. The new STEM degree will be offered through the FAMU-FSU College of Engineering and will involve cooperation between the Department of Industrial and Manufacturing Engineering, Department of Mechanical Engineering, the Panama City Campus, and the Naval Surface Warfare Center, located in Panama City, Florida. Courses will be taught as live classroom instruction by faculty members located at both Panama City and Tallahassee campuses, and students from either campus will be able to access the course through interactive ITV.

The program is expected to facilitate innovation and economic development in the Florida Panhandle area and support the advanced work in the Naval Surface Warfare Center, especially within the areas of cybersecurity and maritime systems. Graduates of the program will be employed in engineering positions of responsibility in government and industry, with an average salary of approximately $86,598 (https://www.indeed.com/salaries/System-Engineer-Salaries).

BOG regulation 8.004 (Academic Program Coordination) requires the Board of Governors to coordinate a review with the Council for Academic Vice Presidents (CAVP) to inform both institutional and System-level strategic planning. The group designated by the CAVP to conduct these reviews, the CAVP Academic Coordination Group, expressed no concerns regarding this Proposal to Explore. The University of Florida offers the only similar degree program in the State University System.

The two Deans and the Provost are in discussions regarding specific budgetary requests to support the program, beyond the existing faculty resources that have been committed. The Board’s approval to explore the degree does not obligate the University to provide the resources requested, and any resource request will be reviewed as part of the annual allocation of resources.
TO: President John Thrasher

FROM: Provost Sally McRorie

DATE: May 9, 2017

SUBJECT: Proposal to Explore Bachelor of Science in Biomedical Engineering

Request for Approval

The proposed Bachelor of Science in Biomedical Engineering will prepare biomedical engineers for immediate employment in the bioengineering and biotechnology fields. If approved, this new STEM degree will be offered through the FAMU-FSU College of Engineering and is going through the degree approval process on both campuses. There is no distance-learning component planned; the degree will be offered face-to-face on the main campus and at the Panama City campus.

Biomedical engineers engage in a range of activities, including artificial organ and tissue development, genetic engineering research, development of drug delivery systems, and many other cutting-edge areas of research and development. The demand for biomedical engineers is strong and growing; occupational outlook estimates indicate that the growth rate for the field is high (26.6% between the years 2012 and 2020). Wages for bachelor’s-level biomedical engineers in Florida are estimated at $76,900 by the US Bureau of Labor Statistics. This degree will also provide an avenue for students interested in pursuing careers in the medical professions as well as graduate study in a number of fields.

BOG regulation 8.004 (Academic Program Coordination) requires the Board of Governors to coordinate a review with the Council for Academic Vice Presidents (CAVP) to inform both institutional and System-level strategic planning. The group designated by the CAVP to conduct these reviews, the CAVP Academic Coordination Group, expressed no concerns regarding this Proposal to Explore.

Discussions regarding resources are underway between the Dean of the College of Engineering, the Dean of the Panama City Campus, and the Provost. The Board’s approval to explore the degree does not obligate the University to provide any resources requested, and any specific resource request will be reviewed as part of the annual allocation of resources.
TO: President John Thrasher
FROM: Provost Sally McRorie
DATE: May 9, 2017
SUBJECT: Proposal to Explore Master of Science in Project Management
          Request for Approval

The Master of Science in Project Management will prepare graduates to manage projects in critical areas such as IT infrastructure in industry, government, and other sectors of the economy. The proposed degree will be offered through the College of Communication and Information and will involve cooperation between two of its schools. The entire degree will be offered via distance learning; there will be no face-to-face component.

The program will require 36 credits of coursework on topics such as research in information studies, managing project risk, and leadership in information technology. The curriculum will build on the existing Project Management Certificate, which has been in place since 2005 and has been one of the University's most active certificate programs.

BOG regulation 8.004 (Academic Program Coordination) requires the Board of Governors to coordinate a review with the Council for Academic Vice Presidents (CAVP) to inform both institutional and System-level strategic planning. The group designated by the CAVP to conduct these reviews, the CAVP Academic Coordination Group, expressed no concerns regarding this Proposal to Explore. There are no other project management degree programs in the State University System.

The Dean and the Provost are in discussions regarding specific budgetary requests to support the program, beyond the existing faculty resources that have been committed. The Board’s approval to explore the degree does not obligate the University to provide the resources requested, and any resource request will be reviewed as part of the annual allocation of resources.
TO: President John E. Thrasher
FROM: Provost Sally McRorie
DATE: May 16, 2017
SUBJECT: 2017 Update to the University Work Plan
Request for Approval

Pursuant to Board of Governors Regulation 1.001 regarding University Board of Trustees (UBOT) Powers and Duties, "Each board of trustees shall prepare a multi-year workplan/report for the Board of Governors that outlines its university’s top priorities, strategic directions, and specific actions and financial plans for achieving those priorities, as well as performance expectations and outcomes on institutional and systemwide goals. The workplan/report shall reflect the university’s distinctive mission and focus on core institutional strengths within the context of State University System goals and regional and statewide needs."

The original Work Plan was submitted June 2010. An update to the Work Plan is required each year. The BOG continues to modify the Work Plan template which now includes the following elements:

1. Strategy
   a. Mission Statement
   b. Vision Statement
   c. Statement of Strategy
   d. Strengths and Opportunities
   e. Key Initiatives & Investments
2. Performance Based Funding Metrics
3. Preeminent Research University Metrics
4. Key Performance Indicators
   a. Teaching & Learning
   b. Scholarship, Research and Innovation
   c. Institution Specific Goals
5. Enrollment Planning
6. Academic Program Coordination
7. Student Debt & Net Cost
8. University Revenues
9. Tuition, Fees and Housing Projections

I recommend your approval of the 2017 Update to the University Work Plan. Upon approval, the Work Plan will be forwarded to the Board of Governors for review at its June 20-22, 2017 meeting.
INTRODUCTION

The State University System of Florida has developed three tools that aid in guiding the System’s future.

1) The Board of Governors’ 2025 System Strategic Plan is driven by goals and associated metrics that stake out where the System is headed;

2) The Board’s Annual Accountability Report provides yearly tracking for how the System is progressing toward its goals;

3) Institutional Work Plans connect the two and create an opportunity for greater dialogue relative to how each institution contributes to the System’s overall vision.

These three documents assist the Board with strategic planning and with setting short-, mid- and long-term goals. They also enhance the System’s commitment to accountability and driving improvements in three primary areas of focus: 1) academic quality, 2) operational efficiency, and 3) return on investment.

The Board will use these documents to help advocate for all System institutions and foster even greater coordination with the institutions and their Boards of Trustees.

Once a Work Plan is approved by each institution’s respective Boards of Trustees, the Board of Governors will review and consider the plan for potential acceptance of 2015-16 components. Longer-term components will inform future agendas of the Board’s Strategic Planning Committee. The Board’s acceptance of a work plan does not constitute approval of any particular component, nor does it supersede any necessary approval processes that may be required for each component.
TABLE OF CONTENTS

1. STRATEGY
   a. Mission Statement
   b. Vision Statement
   c. Statement of Strategy
   d. Strengths and Opportunities
   e. Key Initiatives & Investments

2. PERFORMANCE BASED FUNDING METRICS

3. PREEMINENT RESEARCH UNIVERSITY METRICS

4. KEY PERFORMANCE INDICATORS
   a. Teaching & Learning
   b. Scholarship, Research and Innovation
   c. Institution Specific Goals

5. ENROLLMENT PLANNING

6. ACADEMIC PROGRAM COORDINATION

7. UNIVERSITY REVENUES

8. TUITION, FEES AND HOUSING PROJECTIONS

9. DEFINITIONS
MISSION STATEMENT  (What is your purpose?)
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 STATEMENT  (What do you aspire to?)
Florida State University will be among the nation’s most entrepreneurial and innovative universities, transforming the lives of our students and shaping the future of our state and society through exceptional teaching, research, creative activity, and service. We will amplify these efforts through our distinctive climate—one that places a premium on interdisciplinary inquiry and draws from the rich intellectual and personal diversity of our students, faculty, staff, and alumni. These three forces—entrepreneurship, interdisciplinary, and diversity—deepen FSU’s impact and result in a powerful return to our students and the people of Florida for their continued support and trust.

STATEMENT OF STRATEGY  (How will you get there?)
Given your mission, vision, strengths and available resources, provide a brief description of your market and your strategy for addressing and leading it.
Florida State University competes in national and international markets for faculty, and our student centered education is provided by an outstanding faculty defining the frontiers of research and creativity. As a top-tier research university, it is crucial to offer the full breadth of disciplinary excellence, and we seek continual improvement in our position in retaining and educating the most promising students in the State of Florida. Recruitment and retention of faculty is essential to maintain market competitiveness, and our strategy is to leverage our long-standing and well-developed strengths in the physical sciences and fine arts with emerging opportunities for innovation and problem-solving in the sciences and the professions.
STRENGTHS AND OPPORTUNITIES (within 3 years)
What are your core capabilities, opportunities and challenges for improvement?
Through our reputation for excellence, continual investments in multidisciplinary research, and our heritage in the arts, we are able to attract top faculty and students. FSU is a national leader in the retention and on-time graduation as demonstrated by our freshman retention rate of 93% (one of the highest in the US) and a graduation rate 20 percentage points higher than the national average. Our focus on retaining every student we enroll has proven effective in the success of traditionally underrepresented students, and FSU was recently recognized as one of the top schools in the country for the graduation of African-American students. Our ongoing challenges remain to modernize facilities and infrastructure, improve student-faculty ratio, and elevate student engagement in experiential learning.

KEY INITIATIVES & INVESTMENTS (within 3 years)
Describe your top three key initiatives for the next three years that will drive improvement in Academic Quality, Operational Efficiency, and Return on Investment.
1. Top 25
After advancing to #38, FSU continues on its path to become a top 25 public university. Through the support provided as a preeminent institution and resources from private partners, we are beginning the first phase of a transformative strategic campaign focused on increasing faculty, graduate education, and the research enterprise. This campaign is focused on adding faculty, fostering interdisciplinary collaboration, increasing research to address national and state needs, improving our graduate and research profile, promoting diversity, and elevating performance in key metrics.

2. Student Success
Recognized for advancing the persistence of all students, FSU’s 4-year graduation rates are now among the top 15 in the country. FSU will continue to be a national leader in student success. FSU seeks to continue to elevate the quality of our undergraduate education by increasing student participation in high impact practices and experiential learning. We will also address critical advising shortfalls across campus with additional advisors to support student transitions between majors and programs. Finally, through our strategic faculty hiring efforts, we plan to increase course availability and decrease the class size for traditionally high-demand courses.

3. Entrepreneurship and Innovation Education
Advancing FSU’s commitment to innovation and entrepreneurship, FSU will open the Jim Moran School of Entrepreneurship in Fall 2017. Offering an interdisciplinary major in entrepreneurship, the Jim Moran School will become a focal point for collegiate entrepreneurial education. In addition, the Jim Moran Institute for Global Entrepreneurship will continue to expand, serving as a lifeline for training and assistance to entrepreneurs, small businesses, and nonprofits throughout Florida. Finally, FSU will open a student-orientated innovation hub, advancing student career preparation through the development of design-thinking, problem-solving, and technological-innovation skills.
## PERFORMANCE BASED FUNDING METRICS (Actual | Goals)

### 1. Percent of Bachelor’s Graduates Enrolled or Employed ($25,000+) [within one-year, anywhere in the Nation]

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<td></td>
<td>60.3</td>
<td>60.8</td>
<td>63.7</td>
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<td>67</td>
<td>68</td>
<td>70</td>
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### 2. Median Wages of Bachelor’s Graduates Employed Full-time [within one-year, anywhere in the Nation]

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<tbody>
<tr>
<td></td>
<td>$31,600</td>
<td>$34,200</td>
<td>$35,700</td>
<td>$36,300</td>
<td>$37,000</td>
<td>$38,500</td>
<td>$40,000</td>
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### 3. Average Cost to the Student [Net Tuition & Fees per 120 Credit Hours for Resident Undergraduates]

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<td>$14,140</td>
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<td>$14,200</td>
<td>$13,900</td>
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### 4. FTIC Six-Year Graduation Rate

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<td></td>
<td>74.9</td>
<td>76.7</td>
<td>79.0</td>
<td>79.4</td>
<td>80.0</td>
<td>80</td>
<td>81</td>
<td>82</td>
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### 5. Academic Progress Rate [Second Year Retention Rate with At Least a 2.0 GPA]

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<td></td>
<td>88.8</td>
<td>89.4</td>
<td>90.5</td>
<td>91.0</td>
<td>90.4</td>
<td>92</td>
<td>92</td>
<td>93</td>
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### 6. Percentage of Bachelor’s Degrees Awarded within Programs of Strategic Emphasis

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<td>36.7</td>
<td>38.3</td>
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<td>39.1</td>
<td>42.8</td>
<td>43</td>
<td>44</td>
<td>45</td>
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### 7. University Access Rate [Percent of Undergraduates with a Pell grant]

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<td>30.0</td>
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### 8. Percentage of Graduate Degrees Awarded within Programs of Strategic Emphasis

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<td>38.0</td>
<td>38.1</td>
<td>38.5</td>
<td>42.0</td>
<td>46.0</td>
<td>47</td>
<td>47</td>
<td>48</td>
<td>50</td>
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### 9. BOG Choice: Number of Faculty Awards

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<td>8</td>
<td>9</td>
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### 10. BOT Choice: National Rank Higher than Financial Resources Ranking

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<td>121</td>
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<td>121</td>
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Note: Metrics are defined in appendix. For more information about the PBF model visit: [http://www.fsbo.org/about/budget/performance_funding.html](http://www.fsbo.org/about/budget/performance_funding.html).
## PREEMINENT RESEARCH UNIVERSITY FUNDING METRICS (ACTUAL | GOALS)

1. **Average GPA and SAT Score**

<table>
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<tr>
<th></th>
<th>Fall 2012</th>
<th>Fall 2013</th>
<th>Fall 2014</th>
<th>Fall 2015</th>
<th>Fall 2016</th>
<th>Fall 2017</th>
<th>Fall 2018</th>
<th>Fall 2019</th>
<th>Fall 2020</th>
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<tr>
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<td>4.0</td>
<td>4.0</td>
<td>4.1</td>
<td>4.1</td>
<td>4.1</td>
<td>4.1</td>
<td>4.1</td>
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<td>SAT Score</td>
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<td>1250</td>
<td>1253</td>
<td>1260</td>
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2. **Number of Top 50 Rankings** [based on BOG’s official list of publications]

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3. **Freshman Retention Rate** [Full-time students as reported to IPEDS]

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<td>Retention</td>
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<td>93</td>
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4. **6-year Graduation Rate** [Full-time students as reported to IPEDS]

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5. **National Academy Memberships**

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6. **Science & Engineering Research Expenditures** (SM)

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<tr>
<td>Expenditure</td>
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<td>231</td>
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<td>247</td>
<td>249</td>
<td>251</td>
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7. **Non-Medical Science & Engineering Research Expenditures** (SM)

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<td>Expenditure</td>
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<td>217</td>
<td>226</td>
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8. **Number of Broad Disciplines Ranked in Top 100 for Research Expenditures** [includes private univ.]

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<tr>
<td>Disciplines</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
<td>7      of 8</td>
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</table>

9. **Utility Patents Awarded** [over three calendar years]

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<td>Patents</td>
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<td>103</td>
<td>109</td>
<td>101</td>
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<td>100</td>
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10. **Doctoral Degrees Awarded Annually**

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<tr>
<td>Degrees</td>
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<td>497</td>
<td>551</td>
<td>558</td>
<td>526</td>
<td>534</td>
<td>540</td>
<td>544</td>
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11. **Number of Post-Doctoral Appointees** [note: statute requires a source with time lag]

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<th></th>
<th>Fall 2009</th>
<th>Fall 2010</th>
<th>Fall 2011</th>
<th>Fall 2012</th>
<th>Fall 2013</th>
<th>Fall 2014 ACTUAL</th>
<th>Fall 2015 ACTUAL</th>
<th>Fall 2016</th>
<th>Fall 2017</th>
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<td>Appointees</td>
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<td>211</td>
<td>202</td>
<td>217</td>
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12. **Endowment Size** ($Millions)

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<tr>
<td>Endowment</td>
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<td>548</td>
<td>625</td>
<td>605</td>
<td>585</td>
<td>625</td>
<td>650</td>
<td>675</td>
<td>700</td>
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### KEY PERFORMANCE INDICATORS (ACTUAL | GOALS)

#### Teaching & Learning Metrics (from the 2025 System Strategic Plan that are not included in the PBF section)

1. **Number of Top 50 Rankings** [based on BOG’s official list of publications]

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2. **Percent of Freshmen in Top 10% of High School Class**

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<tr>
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<th>Fall 2013</th>
<th>Fall 2014</th>
<th>Fall 2015</th>
<th>Fall 2016</th>
<th>Fall 2017</th>
<th>Fall 2018</th>
<th>Fall 2019</th>
<th>Fall 2020</th>
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3. **Professional Licensure & Certification Exam Pass Rates Above Benchmarks**

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4. **Time to Degree for FTICs in 120hr programs**

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<td>4.2</td>
<td>4.1</td>
<td>4.0</td>
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5. **Four-Year FTIC Graduation Rates** [full-time students only]

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<td>67</td>
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6. **Bachelor’s Degrees Awarded** [First Majors Only]

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<tr>
<td></td>
<td>7,860</td>
<td>7,938</td>
<td>8,105</td>
<td>8,421</td>
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<td>8,900</td>
<td>9,050</td>
<td>9,100</td>
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7. **Graduate Degrees Awarded** [First Majors Only]

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<td>3,051</td>
<td>3,104</td>
<td>2,927</td>
<td>3,019</td>
<td>2,833</td>
<td>2,980</td>
<td>3,050</td>
<td>3,100</td>
<td>3,200</td>
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8. **Percentage of Bachelor’s Degrees Awarded to African-American & Hispanic Students**

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<td>26</td>
<td>27</td>
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9. **Percentage of Adult (Aged 25+) Undergraduates Enrolled**

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<th>Fall 2013</th>
<th>Fall 2014</th>
<th>Fall 2015</th>
<th>Fall 2016</th>
<th>Fall 2017</th>
<th>Fall 2018</th>
<th>Fall 2019</th>
<th>Fall 2020</th>
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<tr>
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<td>6</td>
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10. **Percent of Undergraduate FTE in Online Courses**

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<td>13</td>
<td>13</td>
<td>14</td>
<td>16</td>
<td>18</td>
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</table>

11. **Percent of Bachelor’s Degrees in STEM & Health**

<table>
<thead>
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<td>24</td>
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<td>28</td>
<td>29</td>
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</table>

12. **Percent of Graduate Degrees in STEM & Health**

<table>
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<tr>
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<td>29</td>
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<td>32</td>
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</table>
**KEY PERFORMANCE INDICATORS (ACTUAL | GOALS)**

**Scholarship, Research and Innovation Metrics** (additional metrics from the 2025 System Strategic Plan)

1. **National Academy Memberships**
   
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<thead>
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<td>7</td>
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</table>

2. **Faculty Awards**
   
<table>
<thead>
<tr>
<th>Year</th>
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<th>Fall 2011</th>
<th>Fall 2012</th>
<th>Fall 2013</th>
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<th>Fall 2018</th>
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<tr>
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<td>10</td>
<td>11</td>
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3. **Total Research Expenditures ($M)**
   
<table>
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<tr>
<th></th>
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<tbody>
<tr>
<td></td>
<td>225</td>
<td>251</td>
<td>253</td>
<td>256</td>
<td>268</td>
<td>273</td>
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<td>277</td>
<td>279</td>
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4. **Research Expenditures Funded from External Sources (%)**
   
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<td>55</td>
<td>55</td>
<td>55</td>
<td>56</td>
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5. **Utility Patents Awarded Annually [from the USPTO]**
   
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<td>48</td>
<td>34</td>
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</table>

6. **Licenses/Options Executed**
   
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<td>16</td>
<td>9</td>
<td>14</td>
<td>17</td>
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7. **Number of Start-up Companies Created**
   
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<td>4</td>
<td>4</td>
<td>5</td>
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</table>

**Institution Specific Goals (optional)**

To further distinguish the university's distinctive mission, the university may choose to provide additional metric goals that are based on the university's own strategic plan.

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<tbody>
<tr>
<td>Metric #1</td>
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<tr>
<td>Metric #2</td>
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<tr>
<td>Metric #3</td>
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<td>Metric #4</td>
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</table>
## ACADEMIC PROGRAM COORDINATION

### New Programs For Consideration by University in AY 2017-18

The S.U.S. Council of Academic Vice Presidents (CAVP) Academic Program Coordination Work Group will review these programs as part of their on-going coordination efforts. The programs listed below are based on the 2016 Work Plan list for programs under consideration for 2017-18.

<table>
<thead>
<tr>
<th>PROGRAM TITLES</th>
<th>CIP CODE 6-digit</th>
<th>AREA OF STRATEGIC EMPHASIS</th>
<th>OTHER UNIVERSITIES WITH SAME PROGRAM</th>
<th>OFFERED VIA DISTANCE LEARNING IN SYSTEM</th>
<th>PROJECTED ENROLLMENT in 5th year</th>
<th>PROPOSED DATE OF SUBMISSION TO UBOT</th>
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<tbody>
<tr>
<td><strong>BACHELOR’S PROGRAMS</strong></td>
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<td>Neuroscience</td>
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<td>Biomedical Engineering</td>
<td>14.0501</td>
<td>STEM</td>
<td>FIU, FGCU, UF</td>
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<td><strong>MASTER’S, SPECIALIST AND OTHER ADVANCED MASTER’S PROGRAMS</strong></td>
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<td>East Asian Languages and Cultures</td>
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<td>GLOBAL</td>
<td></td>
<td>No</td>
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<td>Law Enforcement Intelligence</td>
<td>43.0118</td>
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</table>

### New Programs For Consideration by University in 2018-20

These programs will be used in the 2017 Work Plan list for programs under consideration for 2018-20.

<table>
<thead>
<tr>
<th>PROGRAM TITLES</th>
<th>CIP CODE 6-digit</th>
<th>AREA OF STRATEGIC EMPHASIS</th>
<th>OTHER UNIVERSITIES WITH SAME PROGRAM</th>
<th>OFFERED VIA DISTANCE LEARNING IN SYSTEM</th>
<th>PROJECTED ENROLLMENT in 5th year</th>
<th>PROPOSED DATE OF SUBMISSION TO UBOT</th>
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<td></td>
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<tr>
<td>Linguistics</td>
<td>16.0102</td>
<td>GLOBAL</td>
<td>FAU, UF</td>
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<td>20</td>
<td>Fall 2018</td>
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<td><strong>MASTER’S, SPECIALIST AND OTHER ADVANCED MASTER’S PROGRAMS</strong></td>
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<td>Aerospace Engineering</td>
<td>14.0201</td>
<td>STEM</td>
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<td>No</td>
<td>30</td>
<td>Spring 2019</td>
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<tr>
<td><strong>DOCTORAL PROGRAMS</strong></td>
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<td>UF</td>
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<td>Spring 2019</td>
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<td>Nursing</td>
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# UNIVERSITY REVENUES

**University Revenues** *(in Millions of Dollars)*

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<tr>
<th>EDUCATION &amp; GENERAL</th>
<th>2015-16 Actual</th>
<th>2016-17 Estimates</th>
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<td><strong>Main Operations</strong></td>
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</tr>
<tr>
<td>State Funds</td>
<td>$347.3</td>
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<td>Faculty Practice Plans</td>
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Note: State funds include General Revenue funds, Lottery funds, Federal Stimulus funds, and Phosphate Research funds (for Polytechnic) appropriated by the Florida Legislature (as reported in the Annual Accountability Report). Actual tuition includes base tuition and tuition differential fee revenues for resident and non-resident undergraduate and graduate students net of waivers (as reported in the Annual Accountability Report).
## UNIVERSITY TUITION, FEES AND HOUSING PROJECTIONS

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*Note: All figures are in dollars.*
## DEFINITIONS

### Performance Based Funding

1. **Percent of Bachelor's Graduates Enrolled or Employed ($25,000+) One Year After Graduation**
   
   This metric is based on the percentage of a graduating class of bachelor's degree recipients who are enrolled or employed (earning at least $25,000) somewhere in the United States. Students who do not have valid social security numbers and are not found enrolled are excluded. This data now includes non-Florida data from 41 states and districts, including the District of Columbia and Puerto Rico. Sources: Accountability Report (Table 4O), State University Database System (SUDS), Florida Education & Training Placement Information Program (FETPIP) analysis of Wage Record Interchange System (WRIS2) and Federal Employment Data Exchange (FEDES), and National Student Clearinghouse (NSC).

2. **Median Wages of Bachelor’s Graduates Employed Full-time One Year After Graduation**
   
   This metric is based on annualized Unemployment Insurance (UI) wage data from the fourth fiscal quarter after graduation for bachelor’s recipients. This data does not include individuals who are self-employed, employed by the military, those without a valid social security number, or making less than minimum wage. This data now includes non-Florida data from 41 states and districts, including the District of Columbia and Puerto Rico. Sources: Accountability Report (Table 4O), State University Database System (SUDS), Florida Education & Training Placement Information Program (FETPIP) analysis of Wage Record Interchange System (WRIS2) and Federal Employment Data Exchange (FEDES), and National Student Clearinghouse (NSC).

3. **Cost to the Student Net Tuition & Fees for Resident Undergraduates per 120 Credit Hours**
   
   This metric is based on resident undergraduate student tuition and fees, books and supplies as calculated by the College Board (which serves as a proxy until a university work group makes an alternative recommendation), the average number of credit hours attempted by students who were admitted as FTIC and graduated with a bachelor's degree for programs that requires 120 credit hours, and financial aid (grants, scholarships and waivers) provided to resident undergraduate students (does not include unclassified students). Source: Accountability Report (Table 1D) – which, combines the Legislature’s annual General Appropriations Act, university required fees and several files (HTD, SFA, SIF) within SUDS.

4. **Six Year FTIC Graduation Rate**
   
   This metric is based on the percentage of first-time-in-college (FTIC) students who started in the Fall (or summer continuing to Fall) term and had graduated from the same institution within six years. Source: Accountability Report (Table 4D).

5. **Academic Progress Rate 2nd Year Retention with GPA Above 2.0**
   
   This metric is based on the percentage of first-time-in-college (FTIC) students who started in the Fall (or summer continuing to Fall) term and were enrolled full-time in their first semester and were still enrolled in the same institution during the Fall term following their first year with had a grade point average (GPA) of at least 2.0 at the end of their first year (Fall, Spring, Summer). Source: Accountability Report (Table 4B).

6. **University Access Rate Percent of Undergraduates with a Pell-grant**
   
   This metric is based on the number of undergraduates, enrolled during the fall term, who received a Pell-grant during the fall term. Unclassified students, who are not eligible for Pell-grants, were excluded from this metric. Source: Accountability Report (Table 3E).

7. **Bachelor's Degrees within Programs of Strategic Emphasis**
   
   This metric is based on the number of baccalaureate degrees awarded within the programs designated by the Board of Governors as ‘Programs of Strategic Emphasis’. A student who has multiple majors in the subset of targeted Classification of Instruction Program codes will be counted twice (i.e., double-majors are included). Source: Accountability Report (Table 4H).
### 8a. Graduate Degrees within Programs of Strategic Emphasis

This metric is based on the number of graduate degrees awarded within the programs designated by the Board of Governors as 'Programs of Strategic Emphasis'. A student who has multiple majors in the subset of targeted Classification of Instruction Program codes will be counted twice (i.e., double-majors are included). Source: Accountability Report (Table SC).

### 8b. Freshmen in Top 10% of High School Class

Applies to: NCF

Percent of all degree-seeking, first-time, first-year (freshman) students who had high school class rank within the top 10% of their graduating high school class. Source: New College of Florida as reported to the Common Data Set (C10).

### BOG Choice Metrics

#### 9a. Percent of Bachelor's Degrees Without Excess Hours

This metric is based on the percentage of baccalaureate degrees awarded within 110% of the credit hours required for a degree based on the Board of Governors Academic Program Inventory.

Note: It is important to note that the statutory provisions of the “Excess Hour Surcharge” (1009.286, FS) have been modified several times by the Florida Legislature, resulting in a phased-in approach that has created three different cohorts of students with different requirements. The performance funding metric data is based on the latest statutory requirements that mandates 110% of required hours as the threshold. In accordance with statute, this metric excludes the following types of student credits (i.e., accelerated mechanisms, remedial coursework, non-native credit hours that are not used toward the degree, non-native credit hours from failed, incomplete, withdrawn, or repeated courses, credit hours from internship programs, credit hours up to 10 foreign language credit hours, and credit hours earned in military science courses that are part of the Reserve Officers’ Training Corps (ROTC) program). Source: State University Database System (SUDS).

#### 9b. Number of Faculty Awards

This metric is based on the number of awards that faculty have earned in the arts, humanities, science, engineering and health fields as reported in the annual 'Top American Research Universities' report. Twenty-three of the most prominent awards are considered, including: Getty Scholars in Residence, Guggenheim Fellows, Howard Hughes Medical Institute investigators, MacArthur Foundation Fellows, National Endowment for the Humanities (NEH) Fellows, National Medal of Science and National Medal of Technology, Robert Wood Johnson Policy Fellows, Sloan Research Fellows, Woodrow Wilson Fellows, to name a few awards. Source: Center for Measuring University Performance, Annual Report of the Top American Research Universities (TARU).

#### 9c. National Ranking for University


### BOT Choice Metrics

#### 10a. Percent of R&D Expenditures Funded from External Sources

FAMU

This metric reports the amount of research expenditures that was funded from federal, private industry and other (non-state and non-institutional) sources. Source: National Science Foundation annual survey of Higher Education Research and Development (HERD).

#### 10b. Bachelor's Degrees Awarded to Minorities

FAU, FGCU, FIU

This metric is the number, or percentage, of baccalaureate degrees granted in an academic year to Non-Hispanic Black and Hispanic students. This metric does not include students classified as Non-Resident Alien or students with a missing race code. Source: State University Database System (SUDS).
### 2017 University Work Plan

#### Florida State University

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**10c. National Rank Higher than Predicted by the Financial Resources Ranking Based on U.S. and World News**

FSU

This metric is based on the difference between the Financial Resources rank and the overall University rank. U.S. News measures financial resources by using a two-year average spending per student on instruction, research, student services and related educational expenditures - spending on sports, dorms and hospitals doesn’t count. Source: US News and World Report’s annual National University rankings.

**10d. Percent of Undergraduate Seniors Participating in a Research Course**

NCF

This metric is based on the percentage of undergraduate seniors who participate in a research course during their senior year. Source: New College of Florida.

**10e. Number of Bachelor Degrees Awarded Annually**

UCF

This metric is the number of baccalaureate degrees granted in an academic year. Students who earned two distinct degrees in the same academic year were counted twice; students who completed multiple majors or tracks were only counted once. Source: State University Database System (SUDS).

**10f. Number of Licenses/Options Executed Annually**

UF

This metric is the total number of licenses and options executed annually as reported to Association of Technology Managers (AUTM). The benchmarks are based on UF’s rank within AAU institutions. Source: Accountability Report (Table 6A), University of Florida.

**10g. Percent of Undergraduate FTE in Online Courses**

UNF

This metric is based on the percentage of undergraduate full-time equivalent (FTE) students enrolled in online courses. The FTE student is a measure of instructional activity that is based on the number of credit hours that students enroll by course level. Distance Learning is a course in which at least 80 percent of the direct instruction of the course is delivered using some form of technology when the student and instructor are separated by time or space, or both (per 1009.24(17), F.S.). Source: Accountability Report (Table 3C), State University Database System (SUDS).

**Number of Postdoctoral Appointees**

USF

This metric is based on the number of post-doctoral appointees at the beginning of the academic year. A postdoctoral researcher has recently earned a doctoral (or foreign equivalent) degree and has a temporary paid appointment to focus on specialized research/scholarship under the supervision of a senior scholar. Source: National Science Foundation/National Institutes of Health annual Survey of Graduate Students and Postdoctorates in Science and Engineering (GSS).

**Percentage of Adult Undergraduates Enrolled**

UWF

This metric is based on the percentage of undergraduates (enrolled during the fall term) who are at least 25 years old at the time of enrollment. This includes undergraduates who are not degree-seeking, or unclassified. Source: State University Database System (SUDS).

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### Preeminent Research University Funding Metrics

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<tr>
<th>Metric</th>
<th>Description</th>
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<tbody>
<tr>
<td><strong>Average GPA and SAT Score</strong></td>
<td>An average weighted grade point average of 4.0 or higher and an average SAT score of 1200 or higher for fall semester incoming freshmen, as reported annually in the admissions data that universities submit to the Board of Governors. This data includes registered FTIC (student type=&quot;B&quot;, &quot;E&quot;) with an admission action of admitted or provisionally admitted (&quot;A&quot;, &quot;P&quot;, &quot;X&quot;).</td>
</tr>
<tr>
<td><strong>2017 University Work Plan</strong></td>
<td><strong>Florida State University</strong></td>
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<tr>
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</tr>
<tr>
<td><strong>Freshman Retention Rate</strong></td>
<td><strong>6-year Graduation Rate</strong></td>
</tr>
<tr>
<td>(Full-time, FTIC)</td>
<td>(Full-time, FTIC)</td>
</tr>
<tr>
<td>Freshman Retention Rate (Full-time, FTIC) as reported annually to the Integrated Postsecondary Education Data System (IPEDS). The retention rates that are reported in the Board’s annual Accountability report are preliminary because they are based on student enrollment in their second fall term as reported by the 28th calendar day following the first day of class. When the Board of Governors reports final retention rates to IPEDS in the Spring (usually the first week of April), that data is based on the student enrollment data as reported after the Fall semester has been completed. The preliminary and final retention rates are nearly identical when rounded to the nearest whole number.</td>
<td>Cohorts are based on undergraduate students who enter the institution in the Fall term (or Summer term and continue into the Fall term). Percent Graduated is based on federal rate and does not include students who originally enroll as part-time students, or who transfer into the institution. This metric complies with the requirements of the federal Student Right to Know Act that requires institutions to report the completion status at 150% of normal time (or six years). For more information about how this data is calculated, see: <a href="http://www.fbo.gov/about/budget/docs/performance_funding/PBF_GRADUATION_and_RETENTION_Methodology_FINAL.pdf">http://www.fbo.gov/about/budget/docs/performance_funding/PBF_GRADUATION_and_RETENTION_Methodology_FINAL.pdf</a>.</td>
</tr>
<tr>
<td><strong>National Academy Memberships</strong></td>
<td><strong>Science &amp; Engineering Research Expenditures ($M)</strong></td>
</tr>
<tr>
<td>National Academy Memberships held by faculty as reported by the Center for Measuring University Performance in the Top American Research Universities (TARU) annual report or the official membership directories maintained by each national academy.</td>
<td>Science &amp; Engineering Research Expenditures, including federal research expenditures as reported annually to the National Science Foundation (NSF).</td>
</tr>
<tr>
<td><strong>Non-Medical Science &amp; Engineering Research Expenditures ($M)</strong></td>
<td><strong>National Ranking in S.T.E.M. Research Expenditures</strong></td>
</tr>
<tr>
<td>Total S&amp;E research expenditures in non-medical sciences as reported to the NSF. This removes medical sciences funds (9F &amp; 12F in HERD survey) from the total S&amp;E amount.</td>
<td>The NSF identifies 8 broad disciplines within Science &amp; Engineering (Computer Science, Engineering, Environmental Science, Life Science, Mathematical Sciences, Physical Sciences, Psychology, Social Sciences). The rankings by discipline are determined by BOG staff using the NSF WebCASPAR database.</td>
</tr>
<tr>
<td><strong>Patents Awarded (3 calendar years)</strong></td>
<td><strong>Doctoral Degrees Awarded Annually</strong></td>
</tr>
<tr>
<td>Total patents awarded by the United States Patent and Trademark Office (USPTO) for the most recent three calendar year period. Due to a year-lag in published reports, Board of Governors staff query the USPTO database with a query that only counts utility patents: &quot;(AN/&quot;University Name&quot; AND ISD/yyyyymmdd-&gt;yyyyymmdd AND APT/1)&quot;.</td>
<td>Doctoral degrees awarded annually, as reported annually in the Board of Governors Accountability Report.</td>
</tr>
<tr>
<td><strong>Number of Post-Doctoral Appointees</strong></td>
<td><strong>Endowment Size ($M)</strong></td>
</tr>
<tr>
<td>The number of Postdoctoral Appointees awarded annually, as reported in the TARU annual report. This data is based on National Science Foundation/National Institutes of Health annual Survey of Graduate Students and Postdoctorates in Science and Engineering (GSS).</td>
<td>This data comes from the National Association of College and University Business Officers (NACUBO) and Commonfund Institute’s annual report of Market Value of Endowment Assets - which, due to timing, may release the next fiscal year’s data after the Board of Governors Accountability report is published.</td>
</tr>
</tbody>
</table>
## Key Performance Indicators
### Teaching & Learning Metrics

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Freshmen in Top 10% of HS Graduating Class</td>
<td>Percent of all degree-seeking, first-time, first-year (freshman) students who had high school class rank within the top 10% of their graduating high school class. As reported by the university to the Common Data Set (CDS).</td>
</tr>
<tr>
<td>Professional/Licensure Exam First-time Pass Rates</td>
<td>The number of exams with first-time pass rates above and below the national or state average, as reported in the annual Accountability report, including: Nursing, Law, Medicine (3 subtests), Veterinary, Pharmacy, Dental (2 subtests), Physical Therapy, and Occupational Therapy.</td>
</tr>
<tr>
<td>Average Time to Degree for FTIC in 120hr programs</td>
<td>This metric is the number of years between the start date (using date of most recent admission) and the end date (using the last month in the term degree was granted) for a graduating class of first-time, single-major baccalaureates in 120 credit hour programs within a (Summer, Fall, Spring) year.</td>
</tr>
<tr>
<td>FTIC Graduation Rates In 4 years (or less)</td>
<td>As reported in the annual Accountability report (Table 4D), First-time-in-college (FTIC) cohort is defined as undergraduates entering in fall term (or summer continuing to fall) with fewer than 12 hours earned since high school graduation. The rate is the percentage of the initial cohort that has either graduated from or is still enrolled in the same institution by the fourth academic year. Both full-time and part-time students are used in the calculation. The initial cohort is revised to remove students, who have allowable exclusions as defined by IPEDS, from the cohort.</td>
</tr>
<tr>
<td>Bachelor’s Degrees Awarded</td>
<td>This is a count of baccalaureate degrees awarded as reported in the annual Accountability Report (Table 4G).</td>
</tr>
<tr>
<td>Graduate Degrees Awarded</td>
<td>This is a count of graduate degrees awarded as reported in the Accountablity Report (Table 5B).</td>
</tr>
<tr>
<td>Bachelor’s Degrees Awarded To African-American and Hispanic Students</td>
<td>Non-Hispanic Black and Hispanic do not include students classified as Non-Resident Alien or students with a missing race code – as reported in the Accountability Report (Table 4I). Students who earn two distinct degrees in the same term are counted twice – whether their degrees are from the same six-digit CIP code or different CIP codes. Students who earn only one degree are counted once – even if they completed multiple majors or tracks. Percentage of Degrees is based on the number of baccalaureate degrees awarded to non-Hispanic Black and Hispanic students divided by the total degrees awarded - excluding those awarded to non-resident aliens and unreported.</td>
</tr>
<tr>
<td>Adult (Aged 25+) Undergraduates Enrolled Fall term</td>
<td>This metric is based on the age of the student at the time of enrollment (not upon entry). Age acts as a surrogate variable that captures a large, heterogeneous population of adult students who often have family and work responsibilities as well as other life circumstances that can interfere with successful completion of educational objectives.</td>
</tr>
<tr>
<td>Percent of Undergraduate FTE Enrolled in Online Courses</td>
<td>Full-time Equivalent (FTE) student is a measure of instructional activity that is based on the number of credit hours that students enroll. FTE is based on the US definition, which divides undergraduate credit hours by 30. Distance Learning is a course in which at least 80 percent of the direct instruction of the course is delivered using some form of technology when the student and instructor are separated by time or space, or both (per 1009.24(17), F.S.).</td>
</tr>
<tr>
<td>Percent of Bachelor’s Degrees in STEM &amp; Health</td>
<td>The percentage of baccalaureate degrees that are classified as STEM by the Board of Governors in the SUS program inventory as reported in the annual Accountability Report (Table 4H).</td>
</tr>
<tr>
<td>Percent of Graduate Degrees in STEM &amp; Health</td>
<td>The percentage of baccalaureate degrees that are classified as STEM by the Board of Governors in the SUS program inventory as reported in the annual Accountability Report (Table 5C).</td>
</tr>
</tbody>
</table>
## Key Performance Indicators (continued)

### Scholarship, Research & Innovation Metrics

**Faculty Awards**

### Total Research Expenditures ($M)
Total expenditures for all research activities (including non-science and engineering activities) as reported in the National Science Foundation annual survey of Higher Education Research and Development (HERD).

### Percent of R&D Expenditures funded from External Sources
This metric reports the amount of research expenditures that was funded from federal, private industry and other (non-state and non-institutional) sources.
Source: National Science Foundation annual survey of Higher Education Research and Development (HERD).

### Licenses/Options Executed
Licenses/options executed in the fiscal year for all technologies as reported in the annual Accountability Report (table 6A).

### Number of Start-up Companies
The number of start-up companies that were dependent upon the licensing of University technology for initiation as reported in the annual Accountability Report (table 6A).
MEMORANDUM

May 5, 2017

TO: President John Thrasher

FROM: Allison H. Crume, Interim Vice President for Student Affairs

SUBJECT: Student Government Bills
Request for Approval

Attached you will find the Student Government bills that have been submitted for approval. All matters are of a routine nature. Your consideration is appreciated. Thank you.

I recommend approval of this item.
May 3, 2017

MEMORANDUM

TO: Student Government

FROM: Debi Schalch
       Recruitment & Student Services Coordinator
       FSU/Asolo Conservatory for Actor Training

RE: Fall/Spring 2016-2017
       FSU/Asolo Conservatory Student Council Activity

September 13, 2016

Provide funding for semi-annual fitness equipment maintenance $ 250.00 Passed 6-0
Provide funding to purchase scripts for Showcase $ 400.00 Passed 6-0
Provide funding for Stage Combat Training $ 3,000.00 Passed 6-0
Provide funding for Professional Audition Weekend $ 6,000.00 Passed 6-0
Provide funding for Graduation Brunch $ 1,500.00 Passed 6-0
Provide funding for Roy Hart Workshop $3,000.00 Passed 6-0

October, 2016

No meeting held in October since there were no new agenda items for discussion or vote.

January, 2017

No meeting held in January since there were no new agenda items for discussion or vote.

April, 2016

No meeting held in January since there were no new agenda items for discussion or vote.

The FSU/Asolo Conservatory does not have a summer session.
8/4/16
1. Motion to approve an amount not to exceed $450.00 from sweepings unallocated to fund Welcome Back Week activities for the Fall 2016 semester.
PASSED

9/19/16
1. Motion to transfer 23,500 from SGC Operating Budget to sweepings for the 2016-2017 fiscal year to fund events, RSO’s and other items approved by council.
PASSED

2. Motion to waive bylaw VIII.A.1.a, which states : $600 [scholarship award] for the fall semester (minimum enrollment of 12 credit hours) for recipient Mariia Jordan, a business undergraduate student, who is only enrolled for 6 credit hours this fall semester due to a lack of face to face class offerings at the Panama City campus.
PASSED

3. Motion to approve an amount not to exceed $500.00 from sweepings unallocated to fund RSO CEA for the 2016-2017 fiscal year.
PASSED

4. Motion to approve an amount not to exceed $725.00 from sweepings unallocated to fund RSO Psychology Club for the 2016-2017 fiscal year.
PASSED

5. Motion to approve an amount not to exceed $450.00 from sweepings unallocated to fund students attending the FDIAI Conference on October 23rd-27th, 2016.
PASSED

10/13/16
1. Motion to approve an amount not to exceed $800.00 from sweepings unallocated to fund the RSO the Panhandlers Club for the 2016-2017 fiscal year.
PASSED

2. Motion to approve an amount not to exceed $800.00 from sweepings unallocated to fund the RSO SHARC for the 2016-2017 fiscal year.
PASSED

10/27/16
1. Motion to approve an amount not to exceed $400.00 from sweepings unallocated to fund RSO ACM for the 2016-2017 fiscal year.
PASSED
12/7/16
1. Motion to approve an amount not to exceed $300.00 from sweepings unallocated to fund RSO Project Runway for the 2016-2017 fiscal year.
PASSED

12/8/16
1. Motion to approve the following change in SGC bylaws
   IV.I: The process to fill permanent vacancies shall begin within seven business days of notification of vacancies. Vacancies shall be advertised and applications taken for at least five business days. An appointment hearing shall be held at the first business meeting following the application period. The SGC President shall have the power to fill permanent vacancies for confirmation after the second or third meeting of the semester, if the President desires to do so with council approval. The SGC may only appoint to fill seats for up to one full and/or one full and one partial semester at a time. Expected vacancies for the following semester will be filled at the last regularly scheduled business meeting of the SGC each semester with proper advertisement and applications taken for at least five business days prior.
   And
   IV.K: The term of office of an appointee shall coincide with that of the Representative he/she is replacing, up to one full and one partial semester. The appointee may be reappointed for a second and a third semester during the regular appointment process
PASSED

2/2/17
1. Motion to approve an amount not to exceed $475.00 from sweepings unallocated to fund the Society of student Social workers for the 2016-2017 fiscal year.
PASSED

3/2/17
1. Motion to approve an amount not to exceed $675.00 from sweepings unallocated to fund a trip to the Geotechnical Frontiers Conference, for four students.
PASSED

4/3/17
1. Motion to approve the proposed 2017-2018 Fiscal year Budget as presented by the Budget Committee.
PASSED

4/12/17
1. Motion to approve an amount not to exceed $760 from sweepings unallocated for the student recreational club SHARC. See attached documents for the breakdown and allocation of requested funds.
PASSED
MEMORANDUM

TO: The 68th Student Senate
FROM: Mattie Durham
       Senate Program Assistant
RE: Bills considered Summer & Fall 2016

<table>
<thead>
<tr>
<th>Bill</th>
<th>Description</th>
<th>Action Taken</th>
</tr>
</thead>
<tbody>
<tr>
<td>42</td>
<td>An addition to the Student Body Statutes adding Chapter 1012 to add the Access Student Union to the Statutes.</td>
<td>WITHDRAWN BY SPONSOR 7-26-16 IN COMMITTEE</td>
</tr>
<tr>
<td>43</td>
<td>An allocation of $2,352 from Senate Projects to Dance Marathon Expense to pay for travel for four (4) students to attend the Dance Marathon Conference on July 21, 2016.</td>
<td>PASSED 6-1-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 6-6-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 6-7-16</td>
</tr>
<tr>
<td>44</td>
<td>A revision of $1,500 is made within Office of Governmental Affairs from Expense to Clothing and Awards to move money to correct category to allow them to purchase T-shirts for the Noles Engaged in Politics Program.</td>
<td>PASSED 5-19-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 5-9-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 5-27-16</td>
</tr>
<tr>
<td>45</td>
<td>A revision to the Student Body Statutes Chapter 703 N, the Elections Code, to clarify the hours that the Office of Elections OPS Student worker can work.</td>
<td>PASSED 6-1-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 6-6-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 6-7-16</td>
</tr>
<tr>
<td>46</td>
<td>A revision to the Student Body Statutes Chapter 1009, the Pride Student Union, to revise the statutes for meeting times of committees.</td>
<td>PASSED 6-1-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 6-6-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 6-7-16</td>
</tr>
<tr>
<td>47</td>
<td>An allocation of $1,595 from Senate Projects to National Pan Hellenic Council to pay for rental of a stage for the annual Summer Oasis on July 23, 2016 in the FSU Ballrooms.</td>
<td>WITHDRAWN BY SPONSOR 6-15-16</td>
</tr>
<tr>
<td>48</td>
<td>An allocation of $383.86 from Senate Projects to FSU Mortar Board to pay for a member to attend the FSU Mortar Board College Senior Honor Society National Conference in Indianapolis, on July 22-24, 2016.</td>
<td>WITHDRAWN BY SPONSOR 6-29-16</td>
</tr>
<tr>
<td>49</td>
<td>An allocation of $2,500 from Senate Projects to PeaceJam to help fund PeaceJam's affiliate fee with the expectation that the Executive Branch will provide the remaining balance. Bill has Proviso Language.</td>
<td>PASSED 7-27-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 8-1-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 8-5-16</td>
</tr>
<tr>
<td>50</td>
<td>A transfer of $3,000 from Executive Projects Expense to Executive Branch Clothing and Awards to purchase summer/fall t-shirts.</td>
<td>PASSED 7-27-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 8-1-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 8-5-16</td>
</tr>
</tbody>
</table>
51 An allocation of $361.99 from Senate Projects to Coping Through College to fund their event on July 21, 2016.

52 An allocation of $1,594.30 from Senate Projects to CityChurhU to pay for food and supplies for the Midnight Pancakes event as part of the FSU Luau.

53 An allocation of $2,000 from Senate Projects to Hillel at FSU to pay for students to attend the Hillel Engagement Institute Conference on August 3-7, 2016.

54 An allocation of $232.50 from Senate Projects to Catholic Student Union Facility Rental to pay for the rental of Crenshaw Lanes for a promotional bowling/billiard event on Tuesday, September 6, from 9:30-11 p.m.

55 A revision to the Student Body Statutes Chapter 910, to revise The Student Council for Undergraduate Research and Creativity (SCURC) statutes.

56 A revision to the Student Body Statutes Chapter 1001, to revise the Asian American Student Union statutes.

57 A revision to the Student Body Statutes Chapters 621 and 622, to revise the College Leadership Councils.

58 An allocation of $1,500 from Senate Projects to Criminology And Criminal Justice College Leadership Council Food and Expense.

59 A transfer of $3,000 from Executive Projects Expense to Executive Branch Food to pay for food for the President's Showcase for Undergraduate Research Excellence.

60 A revision of $1,400 is made within Hispanic Latino Student Union from Contractual Services to Clothing and Awards to pay for t-shirts and awards for the remainder of the fiscal year.

61 A revision to the Student Body Statutes Chapter 412.1, the Sweepings Regulations Act of 1995, to revise the Sweepings Allocations process.

62 A revision to the Student Body Statutes Chapter 416, the Annual Budget Process Act of 2007 to revise the Annual Budget procedures.
An allocation of $1,400 is made Senate Projects to the Senior Class Council to pay for a screen to view the FSU away football games.

A transfer of $2,188.79 from PAC to Senate Projects to reimburse Senate Projects for funds allocated during the summer to RSOs.

A transfer of $4,352.00 from RTAC to Senate Projects to reimburse Senate Projects for funds allocated during the summer to RSOs.

A revision to the Student Body Statutes Chapter 907, the Inter-Residence Hall Council to revise their statutes.

An allocation of $4,000 from Senate Projects to Senate Food to pay for food for the SGA Fall Inauguration to be held on November 2, 2016, in the Florida State University ballrooms.

A transfer of $500 from Women Student Union Contractual Services to Pride Student Union Contractual Services to co-sponsor an event October 4, with the Pride Student Union.

A revision to the Student Body Statutes Chapter 800 to revise the Finance Code.

An allocation of $1,256.00 from Senate Projects to University Libraries to fund half the cost of the furniture purchased for the Dirac and Strozier Services to have four (4) College of Engineering computer

A revision to the Student Body Statutes Chapters 202.6 and 202.7, to delete Chapter 202.6 to delete the words "so help me God" from 202.7.

A revision of $500 within the Senior Class Council from Contractual Services to Expense to pay for 100 Days Countdown as the President’s Toast.

A revision to the Student Body Statutes Chapter 807.2 and 807.7, to amend this section to make it more clear and concise.

A revision to the Student Body Statutes Chapter 401.1 A, to allow Senators to recognize students and organizations worthy of recognition by means of a resolution without any undue burden for requirements.

A revision of $2,500 is made within the Women Student Union from Expense to Clothing and Awards to buy t-shirts and awards for the upcoming year.
An allocation of $2,000 from Senate Projects to Undergraduate Research Opportunity Program to allow students to participate in the Undergraduate Research Opportunity Program put on by the Center for Undergraduate Research and Academic Engagement.

A revision to the Student Body Statutes Chapter 504, the University Defender to revise and clarify the University Defender statutes.

The Activity and Service Fee Budget for fiscal year 2017-2018.
MEMORANDUM

TO: 68th Student Senate

FROM: Mattie Durham
       Student Senate Program Assistant

RE: Resolutions considered Summer & Fall 2016

<table>
<thead>
<tr>
<th>Res.</th>
<th>Description</th>
<th>Action Taken</th>
</tr>
</thead>
<tbody>
<tr>
<td>16</td>
<td>Asking that all executive officers in IRHC and the Vice President of each residence hall council participate in Green Dot training, so they can educate their respective residents through programming.</td>
<td>PASSED 6-1-16</td>
</tr>
<tr>
<td>17</td>
<td>Recognizing the works of the organizations and empathizes with the victims of the massacre at the Pulse gay nightclub, and will continue to work with the FSU Pride Student Union to promote world wide diversity and inclusion.</td>
<td>PASSED 6-1-16</td>
</tr>
<tr>
<td>18</td>
<td>Recognizing the need for an electronic form to report violations to the Posting Policy and Regulations, and requests that one be created, advertised and included on the website for Posting Regulations at posting.fsu.edu.</td>
<td>PASSED 6-27-16</td>
</tr>
<tr>
<td>19</td>
<td>Amending the Rules of Procedure, adding Rule 11.16, defining points, as related to motions in the Senate meetings.</td>
<td>PASSED 6-27-16</td>
</tr>
<tr>
<td>20</td>
<td>Approving the allocations of Student Academic Program (SAP) Funding Committee to Lambda Alpha Epsilon, World Affairs Program and FSU Forensics Program.</td>
<td>PASSED 6-27-16</td>
</tr>
<tr>
<td>21</td>
<td>FSU SGA recommending that all members participate in a crisis intervention workshop hosted by the FSU Counseling Center to accommodate the needs of students at the Florida State University.</td>
<td>PASSED 10-26-16</td>
</tr>
<tr>
<td>22</td>
<td>Giving permission to the Black Student Union to have their pep rally off campus on Friday, September 16, at Cascades Park.</td>
<td>PASSED 9-9-16</td>
</tr>
<tr>
<td>23</td>
<td>Amending the Senate Rules of Procedure Rule 12.3.</td>
<td>FAILED 9-21-16</td>
</tr>
<tr>
<td>24</td>
<td>Setting the date for Student Government Association Fall elections On Wednesday, October 19, 2016.</td>
<td>PASSED 9-21-16</td>
</tr>
<tr>
<td>25</td>
<td>Giving permission to the Black Student Union to host the Old School vs New School Basketball game at the Walker Ford Community Center on Thursday, October 13, 2016.</td>
<td>PASSED 9-21-16</td>
</tr>
</tbody>
</table>
26 Giving permission to the Pride Student Union to spend over $3,000 for speakers, CeCE McDonald and Josh Allen to speak at FSU on October 4, in SSB Room 203.

PASSED 9-21-16

27 Appropriating the Senate seats for the Fall and Spring 2016-2017.

PASSED 9-28-16

28 Giving permission to the Black Student Union to have their event off campus at The Skate Inn, on October 11, 2016.

WITHDRAWN ON 11-5-16

29 MISSED NUMBER


PASSED 10-19-16

31 Incorporating mid-term course feedback into course schedules.

TABLED IN STUDENT AFFAIRS 10-26-16

33 Recognizing the need to ensure student's first amendment rights.

PASSED 10-26-16

34 Withholding University funds and urged to freeze current fossil fuel investments, especially those in the coal industry, with the intent of steadily divesting all assets from such industries over a recommended period of five years.

PASSED 10-19-16

35 Thanking those responsible for allowing the 68th Senate to use the House Chamber for a Senate meeting

PASSED 10-12-16

36 Recognizing the loss of FSU student Holly Cummins.

PASSED 10-26-16

37 Giving permission to OSL to have an event on October 6, 2016

PASSED 10-26-16
MEMORANDUM

TO: The 69th Student Senate
FROM: Mattie Durham
       Senate Program Assistant
RE: Bills considered Fall Semester 2016

<table>
<thead>
<tr>
<th>Bill</th>
<th>Description</th>
<th>Action Taken</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>An allocation of <strong>$500</strong> from Senate Projects to Challenger Center, to pay half the cost of screening a movie on Sunday, November 20, 2016, at 4 p.m.</td>
<td>PASSED 11-16-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED SBP 11-17-16</td>
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<td></td>
<td></td>
<td>SIGNED VPSA 11-18-16</td>
</tr>
<tr>
<td>2</td>
<td>An allocation of <strong>$2,500</strong> from Senate Projects to University Libraries to pay for additional OPS Wages to extend library hours during finals week in December.</td>
<td>PASSED 11-16-16</td>
</tr>
<tr>
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<td>SIGNED SBP 11-17-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED VPSA 11-16-16</td>
</tr>
<tr>
<td>3</td>
<td>A revision of <strong>$667</strong> within the Veteran Student Union from Contractual Services to Clothing to pay for t-shirts for Veterans Week 2016.</td>
<td>PASSED 11-9-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED SBP 11-14-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED VPSA 11-16-16</td>
</tr>
<tr>
<td>4</td>
<td>A revision of <strong>$1,339.10</strong> within the Veteran Student Union from Contractual Services to Travel, to help fund a trip to a conference in January, 2017.</td>
<td>PASSED 11-16-16</td>
</tr>
<tr>
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<td>SIGNED SBP 11-17-16</td>
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<tr>
<td></td>
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<td>SIGNED VPSA 11-18-16</td>
</tr>
<tr>
<td>5</td>
<td>A revision of <strong>$3,660.90</strong> within the Veteran Student Union from Expense to Travel, to help fund a trip to a conference in January, 2017.</td>
<td>PASSED 11-16-16</td>
</tr>
<tr>
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<td>SIGNED SBP 11-17-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 11-18-16</td>
</tr>
<tr>
<td>6</td>
<td>A revision of <strong>$700</strong> within the Veteran Student Union from Food to Travel to help fund a trip to a conference in January, 2017.</td>
<td>PASSED 11-16-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED SBP 11-17-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED VPSA 11-18-16</td>
</tr>
<tr>
<td>7</td>
<td>An allocation of <strong>$2,330.00</strong> from Senate Projects to University Health Services to provide 245 HIV testing kits for the Center for Health Advocacy and Wellness.</td>
<td>PASSED 11-30-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED SBP 12-1-16</td>
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<tr>
<td></td>
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<td>SIGNED VPSA 12-7-16</td>
</tr>
<tr>
<td>8</td>
<td>An allocation of <strong>$1,500</strong> from Senate Projects to Garnet and Gold Society to provide funding to host a high school Speech and Debate Tournament on January 2-22, 2017</td>
<td>WITHDRAWN BY SPONSOR 12-7-16</td>
</tr>
<tr>
<td>9</td>
<td>An allocation of <strong>$350</strong> from Senate Projects to Senate Food, to provide food and beverages for students during final exam week.</td>
<td>PASSED 12-7-16</td>
</tr>
<tr>
<td></td>
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<td>SIGNED SBP 12-12-16</td>
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<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 12-14-16</td>
</tr>
<tr>
<td>10</td>
<td>An allocation of <strong>$1,000</strong> from Senate Projects to Center for Leadership and Social Change, to pay for the fall ceremony Cultural Graduation.</td>
<td>PASSED 12-7-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED SBP 12-12-16</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SIGNED VPSA 12-14-16</td>
</tr>
</tbody>
</table>
A revision of $1,080.00 within the Pride Student Union from Contractual Services to Clothing to purchase t-shirts for an event in January.  

A revision to the Student Body Statutes Chapter 812, to clarify the usage of iClickers and responsibilities.  

A revision to the Student Body Statutes Chapter 409, to clarify voting results for Senate and all standing committees meetings excluding PAC and RTAC.  

An allocation of $1,000 from Senate Projects to the Center for Leadership and Social Changer Food category, to pay for food their Multicultural Leadership Summits on January 27-28, 2017.  

A revision of $9,000 within the Black Student Union from Contractual Services to Expense Travel to pay for a service trip to Memphis, Tennessee in February, 2017.  

An allocation of $186.00 from Senate Projects to the Center for Health Advocacy and Wellness to purchase hygiene products to be given to the FSU Food Pantry.  

A revision to the Student Body Statutes Chapter 400.1, Senate Session, to change the meetings of the Senate during the fall, spring, and summer meetings.  

A revision to the Student Body Statutes Chapter 807.4, to allow Senators to sit on RTAC and PAC meetings when the committee does not have a quorum.  

A revision to the Student Body Statutes Chapter 802.12 to allow RSOs to petition RTAC and PAC twice in the same fiscal calendar year.  

A transfer of $3,870.81 from Executive Projects to Executive Projects to Executive Food, to pay for food for Spring 2017 Presidential Inauguration.  

A revision to the Student Body Statutes Chapter 1003, revising the Black Student Union Statutes.  

A transfer of $5,000 from Senate Projects to Resource for Travel Allocations Committee (RTAC), to cover upcoming RTAC Requests until the end of the Spring semester.  

A revision of $3,000 within the Black Student Union from Contractual Services to Clothing and Awards to purchase t-shirts For Black History Month and purchase awards for the BSU Inauguration in April, 2017.
An addition to the Student Body Statutes adding Chapter 415, adding the Legislative Aide Act to the statutes.

A transfer of $300 from Executive Branch to Honors Delegates Program Clothing and Awards to assist them in purchasing Polo shirts to wear while representing FSU and the Florida State community.

An allocation of $168 from Senate Projects to Student Veterans Center to purchase Student Veteran Alliance Arrowhead to be placed in Strozier Library.

An allocation of $9,722.00 from Senate Projects to FSU Facilities to build a drinking fountain/hydration station on Landis Green.

An allocation of $1,000 from Senate Projects to the Office of Governmental Affairs to help pay for food for FSU Day at the Capitol in April.

A revision to the Student Body Statutes Chapter 716.1, to clarify the amount of time needed to complete work hours assigned as part of a violation of the Election Code.

A revision to the Student Body Statutes Chapter 701.1 A, to clarify the definition of campaigning and align the definition with the First Amendment of the United States Bill of Rights.

A revision to the Student Body Statutes Chapter 713, to ensure a smooth transition between student body officers and their predecessors.

A revision of $500 within the Black Student Union from Contractual Services to Clothing and Awards to pay for awards for inauguration ceremony.

An addition to the Student Body Statutes adding Chapter 419, to create the Legislative Agenda Act.

A revision to the Student Body Statutes Chapter 715.4 L, to Clarify the wearing of political clothing during SGA elections.

An allocation of $500 from Senate Projects to Challenger Learning Center IMAC Theatre, on Sunday, March 26. The Remaining cost will be paid for by the Executive Branch.

A revision of $1,000 within the Office of Governmental Affairs from Expense to Food to pay for food for FSU Day at the Capitol.
37 A revision of $300 within the Office of Governmental Affairs from Expense to Clothing and Awards to present awards at the Seminole Evening reception at the Capitol.

38 A transfer of $1,000 from Executive Projects to Office of Governmental Affairs Food, to help pay for food for FSU Day at Capitol in April.

39 A revision of $2,000 within the Office of Entrepreneurship and Innovation to pay for the Tomahawk Entrepreneurship Brunch on Sunday, March 5, 2017.

40 A revision of $3,000 within the Hispanic Latino Student Union from Contractual Services to Food, to pay for food for their Gala on April 17, 2017.

41 A revision of $240 within IRHC from Expense to Food, to transfer monies so that IRHC can use it to purchase food for their upcoming events.

42 A revision of $500 within the Office of Servant Leadership from Expense to Food to pay for food for their event on Thursday, April 6, from 5-8 p.m.

43 A revision of $1,200 within the Asian American Student Union From Contractual Services to Clothing and Awards to purchase t-shirts for Asian American Heritage Month and to purchase awards to the banquet in April.

44 A transfer of $1,000 from Women Student Union Expense to Peace Jam to help fund Peace Jam’s conference.

45 A transfer of $800 from Pride Student Union to Peace Jam to help fund Peace Jam’s conference.

46 A transfer of $500 within the Black Student Union from Expense to Peace Jam to help fund Peace Jam’s conference.

47 A transfer of $750 within the Hispanic Latino Student Union from Expense to Peace Jam to help fund Peace Jam’s conference.

48 A revision of $142.50 within the Senior Class Council from Expense to Food to pay for food for the Senior Class Council “Taking Back Suwanee” event on April 18, 2017.

49 A revision to the Student Body Statues Chapter 506, to clarify the process outlined in Chapter 506 and remove all inconsistencies, make process more transparent, prevent a loophole that allows proposed provisions from being placed on the
ballot without adequate review.

50 A revision of $3,000 within the Women Student Union from Contractual Services to Expense to purchase promotional items for their office.

51 A revision to the Student Body Statutes Chapter 716.1, to the Election Code.

52 A revision to the Student Body Statutes Chapter 612, the Golden Tribe Lecture Series, to clarify who the voting members and the selection process for various members and the committee's role in determining who the speaker will be for Martin Luther King Jr.'s Week.

53 A revision to the Student Body Statutes Chapter 409.1, 410.2 D 609.5 (B) (2), 703.1, 703 V and 708.4, to clarify how various SGA organizations and affiliates should publicly advertise meetings and events.

54 A revision to the Student Body Statutes Chapter 807.6, to revise the Finance Code concerning RSOs requests to RTAC and PAC.

55 A revision to the Student Body Statutes Chapter 803.7, to revise the Finance Code concerning the purchase of water bottles.

56 A revision of $231.70 within Pride Student Union from Contractual Services to Clothing and Awards to be presented at their annual Pride Banquet on April 20, 2017.

57 An allocation of $370 from Senate Projects to the Student Life Center (SLC) to provide hygiene products in the unisex bathrooms and hallways in this building.

58 An allocation of $370 from Senate Projects to Oglesby Union to provide hygiene products in the unisex bathrooms and hallways in the Union.

59 A revision of $350 within the Inter-Residence Hall Council from Contractual Services to Expense to purchase key chains that will be distributed to almost 7,000 students on campus.

60 An allocation of $800 from Senate Projects to Senate Clothing and Awards to buy t-shirts to be given out to the Senate and any student at the Florida State University.

61 An allocation of $400 from Senate Projects to Senate Food, to pay for food to host the "Study with SGA" event on Monday, May 1, in the Senate Chamber, from 5-11 p.m.
62 An allocation of $500 from Senate Projects to the Academic Center for Excellence to purchase food items for finals week.  

63 A revision of $900 within the Pride Student Union from Contractual Services to Clothing and Awards to purchase tank tops for the Pride Student Union.  

64 A revision of $2,900 within the Black Student Union from Contractual Services to Clothing and Awards to purchase t-shirts for the summer.  

65 A revision of $250 within the Black Student Union from Expense to Food to allow the incoming administration to make necessary purchases during the summer.  

66 A revision of $5,800 within the Asian American Student Union from Contractual Services to Expense to purchase office supplies and promo items to be used in the future.  

67 An addition to the Student Body Statutes adding Chapter 100.11 to recommend counseling consultation for all elected or appointed officers.  

68 A revision of $1,000 within the Center for Participant Education From Contractual Services to Expense to fund the printing of CPE’s annual catalog and to purchase books for their library.  

69 A revision of $250 within Pride Student Union from Contractual Services to Food to purchase gift cards for CARE Class of 2017.  

70 A revision of $538 within Pride Student Union from Contractual Services to Expense to purchase office supplies and promotional materials.  

71 A revision of $1,000 within the Center for Participant Education from Contractual Service to Clothing and Awards to purchase t-shirts.  

72 A revision of $3,000 within Hispanic Latino Student Union from Contractual Services to Expense to buy office supplies and chairs for El Centro.  

73 A revision of $1,000 within Hispanic Latino Student Union from Contractual Services to Clothing and Awards to purchase t-shirts.
MEMORANDUM

TO: The 69th Student Senate
FROM: Mattie Durham
       Senate Program Assistant
RE: Resolutions considered Fall 2016 & Spring 2017

<table>
<thead>
<tr>
<th>Res.</th>
<th>Description</th>
<th>Action Taken</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Urging University Housing to develop and implement more extensive and proactive measures to provide a safe and inclusive space for transgender and gender non-conforming students.</td>
<td>TABLED IN STUDENT AFFAIRS 12-7-16</td>
</tr>
<tr>
<td>2</td>
<td>Expressing support and approval of the implementation of these procedures in pursuit of making Florida State University a more inclusive institution.</td>
<td>REFERRED BACK TO STUDENT AFFAIRS</td>
</tr>
<tr>
<td>3</td>
<td>Encouraging the implementation of policy requiring Resident Assistants, Orientation Leaders and leaders who are paid OPS Wages to undergo Allies and Safe Zones training or a similarly rigorous and comprehensive program.</td>
<td>FAILED IN SENATE 12-7-16</td>
</tr>
<tr>
<td>4</td>
<td>Setting the date for the SGA Spring 2017 Elections. The SGA elections will take place on February 22, 2017.</td>
<td>PASSED 12-7-16</td>
</tr>
<tr>
<td>5</td>
<td>Amending the Rules of Procedure, Rule 8.6, to coincide with turning in legislation by Noon, on Tuesdays.</td>
<td>PASSED 12-7-16</td>
</tr>
<tr>
<td>6</td>
<td>Amending the Senate Rules of Procedure, Rule 11.10, stating that a motion to call to question shall not be made before the second round of debate.</td>
<td>PASSED 1-25-17</td>
</tr>
<tr>
<td>7</td>
<td>Amending the Senate Rules of Procedure, Rule 11.3, concerning IClickers.</td>
<td>TABLED</td>
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<tr>
<td>8</td>
<td>Retroactively reimbursing OGA for Challenge Course on October 25, 2017.</td>
<td>PASSED 1-18-17</td>
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<tr>
<td>9</td>
<td>Approving the 2017 SGA Legislative Agenda.</td>
<td>PASSED 1-11-17</td>
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<tr>
<td>10</td>
<td>Attaining Goal V of the FSU Strategic Plan.</td>
<td>PASSED 1-18-17</td>
</tr>
<tr>
<td>11</td>
<td>Giving permission to the Black Student Union to take 56 students on a service trip to Memphis, Tennessee on February 24-26, 2017.</td>
<td>PASSED 1-18-17</td>
</tr>
<tr>
<td>12</td>
<td>Giving permission to the Asian American Student Union to attend the Annual East Coast Asian American Student Union Conference in Raleigh, North Carolina on February 17-19, 2017.</td>
<td>PASSED 1-18-17</td>
</tr>
</tbody>
</table>
Encouraging students to participate in the Green Dot program. PASSED 1-25-17

Supporting the Take 15 Initiative and encourages all student to take 15 credit hours. WITHDRAWN BY SPONSOR 2-1-17

Standing in Solidarity with fellow Seminoles and the FSU community affected by the executive order and urging the President to reverse this action. FAILED IN STUDENT AFFAIRS 2-8-17

Standing in Solidarity with fellow Seminoles and FSU community affected by the immigration ban. PASSED 2-8-17

Taking reasonable steps to make FSU campus more green, efficient and sustainable. PASSED 2-22-17

Supporting the efforts of Title IX Office to ensure the implementation of inclusivity measures to protect and support the transgender and gender nonconforming community at FSU. FAILED IN STUDENT AFFAIRS

Giving permission to the Women Student Union to spend in excess of $3,000 to bring a speaker, Sonya Renee Taylor, to FSU to speak. PASSED 3-1-17

Giving permission to the Asian American Student Union to spend DanAKADan to FSU on March 25, 2017. PASSED 3-1-17

Supporting the Office of Student Sustainability to implement building Initiative with the intent of limiting of FSU energy consumption. PASSED

Implementing the Carbon Offset Project at Florida State University. PASSED

Standing in Solidarity with Standing Rock Sioux Tribe and supporting The rights, sacred land and pursuit of happiness. FAILED IN STUDENT AFFAIRS

Supporting SB 396 and HB 867 for transparency and accessibility for Federal loan procedures for students. PASSED 3-8-17

Recognizing the contributions of Chief Howard Tommie of the Seminole Tribe of Florida. PASSED 3-22-17

Giving the Pride Student Union permission to spend more than $3,000 for a speaker, and stating that the AASU, BSU, HLSU, Women's Center can use their monies for Peace Jam. PASSED 3-22-17

Allowing the Office of Servant Leadership to have their event off-campus at the Gathering. PASSED 3-29-17

Amending the Senate Rules of Procedure Rule 4.6-7 and Rule 8.13. PASSED 4-12-17

Reimbursing funds to DREAM as allowed by statutes for a service trip and stating that DREAM will not be allowed to be reimburse for funds spent retroactively for the remainder of the fiscal year. PASSED 4-12-17

Amending the Senate Rules of Procedure, Rule 5. PASSED 4-19-17
31 Commending Dr. Mary Coburn for her exemplary service to the Florida State University and the Tallahassee community.

32 Reimbursing funds retroactively to Hillel at FSU as allowed by statutes for their Jewish Appreciation Week and stating that Hillel at FSU will not be allowed to be reimbursed for funds spent retroactively for the remainder of the fiscal year.

PASSED 4-19-17

PASSED 4-26-17
MEMORANDUM

TO: President John Thrasher
FROM: Kyle Clark, Vice President for Finance and Administration
DATE: June 6, 2017
SUBJECT: Request for approval of Amendment to Regulation FSU-1.057 Public Records - Final Orders; Index and Listing, Management, Availability

For most purposes, the university does not come within the requirements of Chapter 120 for recording and filing of all university orders. Many of the requirements of the existing regulation relating to university orders have been changed or are not applicable. The proposed amendment provides a more simplified statement based on current legal requirements and actual practice and provides updated legal references.

The regulation, as revised, only requires a simple sequential numbering and indexing of final orders.

I recommend approval of the Amendment to Regulation FSU-1.057 Public Records - Final Orders; Index and Listing, Management, Availability.

KCC/kp
FSU-1.057 Public Records—Final Orders; Index and Listing; Management; Availability.

(1) General Information. All Florida State University final orders are, as defined herein, shall be filed with the University Administrative Clerk. Office of General Counsel then and either indexed or listed. University final orders are:

(a) Orders appealable to the Leon County Circuit Court as provided by Rule 9.190(b)(3) of the Florida Rules of Appellate Procedure; and

(b) Orders entered while university is acting pursuant to statutory authority derived from the Legislature. Such orders will also be subject to the requirements of Rule 1B-32.003, Florida Administrative Code, Maintenance of Agency Final Orders. All such final orders will be orders determining the substantial rights of persons and parties and the Office of General Counsel will advise on the applicability of this Regulation.

These documents of final action received and filed with the University Agency Clerk, Office of the University's General Counsel pursuant to Section 120.52(11), Florida Statutes. The University Agency Clerk is responsible for the docketing, indexing, filing and listing of the final orders of the University.

(a) For purposes of this rule, final orders as defined by the Florida Department of State (DOS) Rule 1S-6.002, F.A.C., are required to be indexed pursuant to DOS Rule 1S-6.004, F.A.C. Final orders which do not resolve a substantial legal issue of first impression, establish for the first time a rule of law, principle, or policy, alter, modify, or clarify a prior final order, resolve conflicting final orders, or harmonize decisions of appellate courts shall be listed, but not indexed in the following categories:

1. Final orders resulting from informal proceedings under subsection 120.57(2), Florida Statutes

2. Final orders closing cases on the basis of settlements, consent orders, or stipulations under Section 120.57(3), Florida Statutes

(2) Numbering of Final Orders. All final orders that are required to be indexed and/or listed shall be sequentially numbered at the time of filing with the University Agency Clerk with the year followed by the sequential number, as in 2017-1 as required by subsection 120.52(11), Florida Statutes.

(a) The numbering system for final orders indexed will include the agency educational unit designation (FSU), followed by a two-part number separated by a dash. The first part before the dash indicates the year, and the second part will indicate the numerical sequence of the order issued and filed during that year.

(b) An applicable order category is added following the University's designated final order docket number to aid in identifying the nature of the order. The final order categories are as follows:

DS — Declaratory Statement

FOI — Final Order Informal Proceedings
FOF — Final Order Formal Proceedings
S — Stipulation
AS — Agreed Settlement
CO — Consent Order

The letter designation "R" following the final order category or docket number indicates restricted or limited access to the text of the final order as the text of the order discloses or incorporates by reference material or matters coming within the scope of limited public access prescribed by subsections 240.237, 240.245, 240.253 and 228.093, Florida Statutes, relating to student records, faculty evaluations and personnel records (statutory exemptions from provisions of subsection 119.07(1), Florida Statute the Public Records Law), or any other state or federal law vesting public record custodial access limitation responsibilities upon the University (Examples: subsection 240.241(2), Florida Statutes, specified confidential material involved with sponsored research activities; Family educational and privacy rights protected by the provisions of 20 U.S.C.A. § 1232f, et seq., Part (3) IV— Records; Order Privacy—Limitation on Withholding Federal Funds).

(c) Final orders, the content or text of which indicate, refer to, or result from specified documentation coming within the scope of a protected by Sections 1002.225 and 1006.52 240.237, Florida Statutes, for student records, and university personnel records, including work evaluations, protected by Section 1012.91 240.253, Florida Statutes, will be restyled on a cover sheet by the Clerk and then docketed, indexed or listed by either the initials of the subject party or the identifiable subject matter of the case. Restricted public access to this type of final order is applicable only to material under the custody and control of the University. The Office of General Counsel will review and approve all requests for production of or access to such documents.

(4)(3) Final Order Index. The University final order index is alphabetically-numerically arranged with non-FSU party listed except where confidential as in (3). Where possible, a descriptive parenthetical key word, such as Student Discipline, Employment and the like shall be included by main subject headings from the Florida Statutes index when applicable. The applicable titles of citations of the Florida Statutes construed within the final order may determine the main subject headings and subheadings in the index. Main subject headings are fully-capitalized titles, placed flush left on the page, and followed by relevant indented subheading titles in initial caps and lower case letters. Subheadings and sub-subheadings at equal indentations are alphabetized. Final orders are listed sequentially in an indentation immediately below the applicable subject heading. Cross references are used to direct the user to headings which contain the relevant information. Related key words (specific words, terms, and phrases) and common and colloquial words shall be listed and cross referenced to the appropriate main subject headings.
(5) (4) Maintenance of Records. The University Agency Clerk is responsible for providing information and assistance to the general public concerning any agency rule or order and will receive and act on requests for public inspection and copying. The Clerk shall also be the responsible person for any required activity or contact under Chapter 120, Florida Statutes. Note that use of “agency” in this or other university regulations does not itself confer state agency status for purposes of Chapter 120 or otherwise under state law unless otherwise specifically provided by law.

(a) The office of the University Agency Clerk is located in the Office of the General Counsel, University Attorney Building, 540 West Jefferson Street, 424 Westcott, 222 S. Copeland St, Tallahassee, Florida 32306-1400 32396-1612. The telephone number is: (850)644-4440, FAX: (850)644-8973. This office is open to the public between the hours of 8:00 a.m. to 5:00 p.m., excluding holidays and weekends.

(b) The University Agency Clerk is responsible for:

1. Maintaining the Florida State University final order index, the listing of final orders, and their availability to the public.

2. When an order is filed, the Clerk, as the indexer, will consult the main subject headings and subsequent similar entries shall be indexed under the existing appropriate heading. The index being cumulative, it shall be updated at least every 120 days and made accessible to the public. New main subject headings will be added when necessary. The index shall be cumulative in perpetuity.

3. Final Orders that comprise final agency action which must be indexed or listed, shall be permanently maintained by the University pursuant to its retention schedule approved by the Florida Department of State, Division of Library and Information Services.

Specific Authority BOG Regulation 1.001(3)(j) Law Implemented 420.53(1)(a) (b), (2), (3), 120.532, 120.533, 119.07, 119.041, 1006.52, 1012.91, 228.093, 240.227(1), 240.237, 240.241(2), 240.253 FS. History—New 11-13-94, Rev.
National Board of Directors

Proposed Amendment to the Bylaws of the Florida State University Alumni Association
as of May 4, 2017

As the first step in a two-part process to effect substantial revisions to its Bylaws, on May 4th the Florida State University Alumni Association National Board of Directors unanimously approved the proposed Bylaw amendment outlined below and as incorporated into the attached Bylaws.

Currently, if a prospective Bylaw amendment is presented to the full Board for approval, it must be accepted or rejected in its entirety, without any opportunity for revision, during the noticed Board meeting at which such amendment is scheduled to be discussed and approved. The amendment set out below allows the Board to consider and incorporate revisions to any prospective Bylaw amendment that results from Board discussions when evaluating a Bylaw amendment without the need to reconsider such amendment, as revised, at the Board’s next scheduled meeting.

Following the Board of Trustees’ approval of the discrete Bylaw amendment set out below, the Board intends to undertake the second step outlined above and consider for approval a number of substantive revisions to its Bylaws during its fall 2017 meeting, empowered with the ability to revise these prospective amendments in light of Board discussions during its fall 2017 meeting.

Proposed Amendment:

ARTICLE XI

Amendments to Bylaws

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

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

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

3. The proposed amendment or revision shall be discussed, revised if necessary based upon Board discussion and voted upon at the next regular meeting or special meeting of the Board scheduled pursuant to subsection 2 above. A majority vote of the quorum shall be required for the approval of any proposed amendment or revision. If approved, the amendment or revision shall be submitted by the President of the University to the Board of Trustees of the University for its approval. Upon approval by the Board of Trustees of the University, the amendment or revision shall become immediately effective.
ARTICLE I

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

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

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

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

1. developing and sustaining meaningful relationships between and among Members, Alumni, Constituents and the University;

2. fostering the sense of responsibility among Members, Alumni and Constituents to support the Association and the University through membership and private giving;

3. perpetuating among Members, Alumni and Constituents a sentiment of affection for the University;

4. recognizing the accomplishments of Members, Alumni and Constituents;
5. encouraging the support of Members, Alumni and Constituents for the University’s programs and future development; and

6. serving Members, Alumni and Constituents in pursuit of their careers and professional development.

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

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

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

ARTICLE II

Membership

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

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

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

3. HONORARY ALUMNI. Any Constituent(s) may be granted permanent Honorary Alumni status by the Association’s Board of Directors (the “Board”) in recognition of conspicuous, ongoing, enduring and dedicated service on behalf of the University or the Association.

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

SECTION B. RIGHT TO HOLD OFFICE. Everyone who serves on the Association’s Board (individually a “Director” and collectively, “Directors”) must be a Member of the Association. Everyone who serves on a committee of the Association’s Board shall be a Member and be appointed by the chair (“Chair”) of the Board. The chair of any Association committee must be a current or former Director who has retained interest in, proximity to and service on behalf of the Association.
SECTION C. PROPERTY RIGHTS. No Member shall have any right, title or interest in any of the property or assets, including any earned or investment income of this Association, nor shall any of the property or assets be distributed to any Member upon dissolution of the Association.

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

ARTICLE III

Seminole Clubs and Chapters

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

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

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

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

ARTICLE IV

Constituent Groups

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

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

Meetings of the Association and its Members

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

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

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

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

ARTICLE VI

Directors

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

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

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

SECTION D. DIRECTORS - NUMBER AND TERM. The number of Directors of the Association shall not exceed forty (40). They shall consist of at least the following: the Chair, Chair-elect, Vice Chair, Secretary, Treasurer, the immediate Past Chair; ten (10) Directors appointed by the University President; and no more than eighteen (18) Directors elected at Large. The Directors appointed by the University President and the Directors elected at large shall be collectively referred to herein as “Regular Directors”, at least eight (8) of whom must be from outside of Florida. In addition thereto, there shall be six (6) continuing Directors (collectively “Continuing Directors”) who shall be the President, the President of the University or the President of the University’s designee (the President of the University or the President of the University’s designee, as applicable, shall collectively only be entitled to one vote), the President of the FSU Emeritus Board, the President of the FSU Black Alumni Association, the President of the Student Alumni Association, and the Chair of the Florida State University Board of Trustees or the Chair’s designee (the Chair of the Florida State University Board of Trustees or the Chair’s designee, as applicable, shall collectively only be entitled to one vote). Except as otherwise
specifically provided herein, all Regular Directors and Continuing Directors shall be voting members of the Board with one vote each.

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

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

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

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

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

2. Make recommendations for new Directors on the Board at such Meeting.

3. Review the attendance of and performance of all Directors, including those being considered for re-election, and oversee periodic performance reviews by the Board of its performance. If a Director fails to attend, in person, two (2) out of three (3) consecutive general Board meetings during his or her term, the Alumni Association Chair and the Board Development Committee Chair shall discuss the matter with the Director, determine whether the Director is willing and able to continue to serve, and report the findings to the Board Development Committee, which shall take such further action as deemed appropriate, after consultation with the President.
4. Maintain a list of candidates for election or appointment as Directors and cultivate their interest in the Association.

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

6. Oversee the orientation and development of new Directors.

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

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

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

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

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

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

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

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

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

SECTION L. VOTING:

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

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

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

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

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

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

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

ARTICLE VII

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

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

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

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

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

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

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

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

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

ARTICLE VIII

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

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

SECTION C. AUDITS. An audit of the Association’s financial statements shall be performed in accordance with generally accepted auditing standards (“GAAS”) promulgated by the American Institute of Certified Public Accountants by a Florida certified public accountant at the close of every Fiscal Year. The Audit and Finance Committee shall meet annually with the independent auditor out of the presence of Management about internal controls and the completeness and accuracy of the Associations financial statements. All audit reports required by GAAS, including an expression of an opinion as to the fairness of the presentation of the Association’s financial statements under GAAS, shall be presented to the Finance Committee and made available to the Board. A copy of the audit report shall be available for review by Members at the Executive Office of the Association.

The appointment of the auditor shall be approved by the Audit and Finance Committee. The Committee shall evaluate the auditor’s qualifications, performance and independence annually. Such evaluation should include the review and evaluation of the lead partner of the independent auditors and take into account the opinions of the Associations management. Within a recommended time frame of every three to five years, the Committee in conjunction with the Foundation Staff, shall consider rotation of the audit partner and/or key engagement staff, and shall also consider solicitation of bids for performance of the audit and form 990 preparations by qualified, reputable firms with experience in performing audits of non-profit organizations.

ARTICLE IX

Amendments to Charter

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

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

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

Executive Office

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

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

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

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

ARTICLE XI

Amendments to Bylaws

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

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

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

2. The President shall provide written notice of the proposed amendment or revision to each Director at least fifteen (15) calendar days prior to the date of the next regular meeting or special meeting of the Board, and shall place the proposal on the agenda for the meeting.
3. The proposed amendment or revision shall be discussed, revised if necessary based upon Board discussion and voted upon at the next regular meeting or special meeting of the Board scheduled pursuant to subsection 2 above. A majority vote of the quorum shall be required for the approval of any proposed amendment or revision. If approved, the amendment or revision shall be submitted by the President of the University to the Board of Trustees of the University for its approval. Upon approval by the Board of Trustees of the University, the amendment or revision shall become immediately effective.

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

ARTICLE XII

Miscellaneous

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

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

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

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

ARTICLE XIII

Conflict of Interest

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

1. The Director has existing or potential financial or other interests in a matter before the Board which might reasonably be calculated to impair that Director’s independent, unbiased judgment in the discharge of the Director’s responsibility; or
2. The Director is aware that a family member in his/her household, or any organization of which the Director is an officer, director, employee, member, partner, agent, trustee or stockholder, has existing or potential financial or other interest in such matter before the Board.

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

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

1. Primarily non-substantive changes made to improve clarity or for grammatical reasons
2. A requirement that the Finance Committee maintain a line of communication with the Foundation’s auditor was removed, as this is one more appropriately a function of the Audit Committee.
3. The requirement that the Finance Committee approve all financial Statements was removed as the committee only reviews and makes recommendations to the full board.
4. The university BOT has required each university DSOs to draw up an Audit Charter to serves as a governing document for audit procedures. Holly Newell and Andy Jhanji, along with Audit chair Keith Carr, drew on the UBOT requirements to create Foundation Audit Charter. Some UBOT requirements necessitate substantive changes to our bylaws. Most changes required are covered by a bylaw addition requiring the committee to adhere to the pertinent university regulation. This was done so that our bylaws wouldn’t need to be changed each time the university changed their audit requirements for DSOs. Additionally:
   A. The Audit Committee cannot have any members representing Foundation management, so the Foundation president has been removed from the Audit Committee.
5. Some of the detailed changes required of DSOs:
   • minimum number of members on the Audit Committee
   • certain skills required of committee membership
   • The UBOT must approve when the Foundation board engages or disengages an auditor.
   • Required legal review of any legal matter having a significant impact on financial statements;
   • A review of Foundations efforts to comply with all applicable University and Foundation rules, regulations and policies as well as any applicable federal, state and local laws, rules and regulations;
   • ensuring a process exists for receiving anonymous complaints and a review of the nature and disposition of reported matters;
   • The committee must meet at least twice annually. During these annual meetings, the committee must meet at least once each with Foundation management and the independent auditor in separate sessions.
BYLAWS OF

THE FLORIDA STATE UNIVERSITY FOUNDATION, INC.

A Nonprofit Foundation

ADOPTED OCTOBER 15, 1965

Amended:

April 3, 1970
October 15, 1977
October 21, 1989
February 9, 1991
February 12, 1994
October 7, 1995
May 18, 1996
November 15, 1997
May 19, 2001
February 16, 2002
October 25, 2003
October 16, 2004
October 8, 2005
October 20, 2006
October 21, 2011
May 18, 2012
May 16, 2014
May 29, 2015
May 20, 2016

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ARTICLE I—GOVERNANCE

Section 1: Definitions and Organization

a. Definitions

As used in these bylaws, except where the context otherwise clearly indicates:

1) Foundation: refers to the Florida State University Foundation Inc., a nonprofit corporation created as a direct support organization of Florida State University;
2) University: refers to Florida State University;
3) Trustee or member: these terms shall be interchangeable and refer to any member of the Board whether elected, appointed, ex officio, voting or non-voting;
4) Annual meeting: refers to the board meeting held in the spring;
5) Regular Trustee: refers to those Trustees who have voting privileges and are elected by majority vote of the voting Trustees;
6) Voting Trustee: refers to all Board members who have voting privileges, whether regular Trustees or ex officio;
7) Non-voting Trustee: refers to Board members who have no voting privileges;
8) Ex officio Trustee: refers to Board members whose Board service is by virtue of holding another designated non-board office rather than election to the Board and who may be voting members or non-voting members;
9) Founding member or founding Trustee: refers only to those members who were members of the Board at its incorporation in 1960 and who have subsequently been recognized as founding Trustees by the Board;
10) Board: refers to the Board of Trustees of the Florida State University Foundation unless otherwise specifically denoted.
11) FSU is used as an abbreviation for the Florida State University.

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

c. The Board is the governing and policy-making body for the Foundation and has full legal authority to raise, accept, hold, invest and disburse any private gift made through the Foundation for the benefit of Florida State University, its programs, colleges or administrative units as outlined in these bylaws. As set forth in these bylaws, the Board may delegate its authority to specified offices of the Foundation so that delegates may raise, accept, hold, invest and disburse any gift made through the Foundation to the University.

Section 2: The Board of Trustees

a. Each Trustee must demonstrate 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 regular Trustee must set an example of charitable interest in the University and the Foundation that alumni and other friends of the University may emulate. Each Trustee must contribute time and financial support to the University and be supportive of the Foundation, its Board and its policies and procedures.

b. The Board shall include not less than thirty-six (36) regular Trustees elected by a majority vote of the voting Trustees
c. A regular Trustee who satisfies the criteria and requirements established by the Board may, by majority vote of the voting Trustees, be elected as a non-voting Trustee Emeritus for a life term.

d. The Board shall also include the following six (6) ex officio, voting Trustees:
   1. the University President or designee;
   2. the Chair of the University's Board of Trustees or designee;
   3. the Foundation President;
   4. the President of the University Faculty Senate;
   5. the Chair of the Deans Development Committee of the Academic Deans Council, or the representative of a similar successor organization of University deans presided over by the University provost; and
   6. the Chair of the FSU Student Foundation.

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 four (4) ex officio, non-voting Trustees:
   1. the Chair of the University-FSU Alumni Association national board of directors;
   2. the Chair of the Seminole Boosters, Inc. board of directors;
   3. the Chair of the John and Mable Ringling Museum Board of Trustees; and
   4. the President of the University-FSU Student Government Association.

g. Regular 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 a second term of three (3) years.

h. Upon appointment, each Committee Chair shall serve a two-year term.

i. If a regular Trustee serves as an Officer of the Board or Chair of a Committee, the member may be re-elected as a Trustee for a third term of three (3) years, based on their original term date.

j. In no event may a regular Trustee serve for more than twelve (12) consecutive years.

k. All regular Trustees shall be elected by a majority vote of the voting Trustees 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. Notices of emergency meetings shall be sent to each Trustee not less than 24 hours prior to the emergency meeting.

d. By a majority vote, the Board may discuss additional matters not indicated in the notice of a meeting or Special 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 teleconference, videoconference or other appropriate electronic means.

Section 4: Quorums and Voting

a. The presence of at least 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. Once a quorum is established, all questions shall be determined by majority vote of the voting Trustees present.

Section 5: Attendance, Removal and Vacancies

a. All Trustees are expected to attend Board and Committee meetings.

b. Prior to the completion of a Trustee’s term, the Foundation shall present the attendance record of the Trustee to the Trusteeship Committee.

c. If a Trustee fails to attend at least fifty (50) percent of the scheduled Board meetings taking place during the Trustee’s term in office, the Trusteeship Committee shall recommend to the Committee Chair whether the Trustee should be nominated to serve an additional term.

d. The Trusteeship Committee Chair will discuss the Committee’s recommendation with the Board Chair, Foundation President and Executive Vice President to determine proper courses of action.

e. At the request of the University President or the chair of the Foundation Board, the Executive Committee will review, at any point in his or her term, a Trustee who is not performing according to the standards outlined in Article 1, Section 2 of these bylaws to determine appropriate action, up to and including immediate removal.

f. If a Trustee vacates his or her position before expiration of his or her term, a successor may 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 Association of Fundraising Professionals’ Code of Ethical Principles and Standards of Professional Practice. A conflict of interest form shall be signed every year by each Board member.

ARTICLE II—OFFICERS

Section 1: Chair

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

a. preside at all meetings of the Board;
b. deal with all business of the Foundation in the manner and with the authority prescribed by the Board and these bylaws;
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 designee, in accordance with the policies of the University Board of Trustees;
e. appoint Chairs and Vice Chairs of Committees, as appropriate;
f. appoint individuals to Committees; and
g. attend any committee meetings and join in debate or discussion, but will serve as a voting member of only the Executive Committee and up to two additional committees that he or she assigns themselves to as an official member.

If, after serving as board chair, a trustee’s term is scheduled to expire in less than two years, the trustee’s term will be extended to allow him or her to complete a two-year term as immediate past chair, after which, the extended term will expire.

Section 2: Chair Elect

The Chair Elect shall be elected by a majority vote of the voting Trustees during the Annual Meeting. The Chair Elect will serve a term of office of two (2) years beginning on July 1 in the year of his or her 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: Foundation President

The University President shall recommend the selection of the Foundation President to the Board, who shall, by majority vote of the voting Trustees, be elected as the Chief Executive Officer of the Foundation. The Foundation 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 designee;

c. execute the policies and directives of the Board.

d. serve as an ex officio, voting member of all committees except the Audit Committee as stipulated by audit regulations governing direct support organizations;

e. carry out any business of the Foundation to include the exercise of authority prescribed by the Board, these bylaws and applicable law;

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; and

h. delegate to the Executive Vice President of the Foundation any duties or responsibilities, as appropriate, relating to the conduct of the Board, its meetings or the business of the Foundation.

Section 4: Executive Vice President

The Executive Vice President of the Foundation shall be a Foundation employee and be appointed by the Foundation President. The Executive Vice President shall:

a. execute the policies and directives of the Board;

b. assist other Officers of the Foundation in the performance of their duties;

c. carry out the day-to-day business of the Foundation to include the exercise of authority prescribed by the Board and these bylaws;

d. be faithful in the performance of all duties as the Board may require; and

e. delegate to the appropriate Foundation staff any duties or responsibilities, as appropriate, relating to the conduct of the Board, its meetings or the business of the Foundation.

Section 5: Secretary

The Secretary shall be elected by a majority vote of the voting Trustees during the Annual Meeting and shall serve a term of office of two (2) years beginning on July 1 in the year of the Secretary’s election. The Secretary or 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. keep the official records of the Foundation, with the exception of the financial records kept by the Board Treasurer;
e. have the authority to sign the name of the Foundation to all papers, documents and writings requiring the signature of this Foundation, authorized by the Board, these bylaws and applicable law. In the absence or inability of the Secretary to sign said documents, the signature of the Assistant Secretary or any other Board Officer may be substituted for that of the Secretary;

f. keep the seal of the Foundation and affix the seal to such official documents, records and papers as may be required;

g. carry on such of the general correspondence of the Foundation as may be assigned by the Chair; and

h. delegate to the Assistant Secretary any duties or responsibilities, as appropriate, relating to the conduct of the Board, its meetings or the business of the Foundation.

Section 6: Assistant Secretary

The Assistant Secretary shall be elected by a majority vote of the voting Trustees during the Annual Meeting, and may be an employee of the Foundation or other non-member of the Board. The Assistant Secretary shall work with the Secretary and perform such duties as delegated by the Secretary. The Assistant Secretary shall serve a term of office of two (2) years beginning on July 1 in the year of the Assistant Secretary’s election. In the absence or inability of the Secretary to serve, the Assistant Secretary shall assume the duties of the Secretary until the Secretary resumes the duties, or the Board has elected a new Secretary.

Section 7: Treasurer

The Treasurer shall be elected by a majority vote of the voting Trustees during the Annual Meeting and shall serve a term of office of two (2) years beginning on July 1 in the year of the Treasurer’s election. The Treasurer, or 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, acting in conformance with these bylaws;

b. keep the official financial records and accounts of the Foundation;

c. review and approve all financial statements, make reports as necessary to the Board and carry out the Foundation’s routine administrative functions;

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;

e. 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; and

f. delegate to the Assistant Treasurer, or Foundation Chief Financial Officer, any duties or responsibilities, as appropriate, relating to the conduct of the Board, its meetings or
the business of the Foundation as authorized by the Board, these bylaws and applicable law.

Section 8: Assistant Treasurer

The Assistant Treasurer shall be elected by a majority vote of the voting Trustees during the Annual Meeting, may be an employee of the Foundation or other non-member of the Board. The Assistant Treasurer shall work with the Treasurer and perform such duties as delegated by the Treasurer. The Assistant Treasurer shall serve a term of office of two (2) years beginning on July 1 in the year of the Assistant Treasurer’s 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 9: Removal and Vacancies

In the event of absence, inability or refusal to act by any of the Officers of the Foundation, the Board, or Executive Committee, may appoint any person to perform the Officer’s respective duties, as provided in these bylaws, until the next meeting of the Board or such time as members may hold an election to replace the appointed Officer.

ARTICLE III—COMMITTEES

Section 1: Establishment or Dissolution of Committees

With majority vote of the voting Trustees, the Board Chair may establish or dissolve Committees as deemed necessary. The Board Chair shall appoint all Committee Chairs and membership.

Section 2: Conduct of Committee Meetings

a. A majority vote shall be necessary for the adoption of any resolution or recommendation before the Committee.

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

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

d. Meetings of Committees may be conducted by teleconference, videoconference or through other appropriate electronic means.

Section 3: Executive Committee

a. The Executive Committee shall exercise the powers and authority of the Board when the Board is not in session.

b. The Committee shall include the Chair; Past Chair; Foundation President; Treasurer; Secretary; the University President or designee; the Chair of the University Board of Trustees or designee; the President of the University Faculty Senate; and the Chair of each standing Committee.
c. The Committee shall consider, evaluate and analyze issues that have implications for changes to the Board and make recommendations of appropriate action to the Board.

d. If the Committee meets to exercise 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 to elect Trustees.

Section 4: Finance Committee

The Committee shall assist the Board in assuring that the budgetary and financial practices of the Foundation are sound and prudent. The Committee shall 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; and

e. review and approve all financial statements.

Section 5: Audit Committee

The Audit Committee shall be composed of no fewer than three members. At least one member must have strong professional working experience in accounting, business, finance, audit and internal controls. 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. The independent auditor will report to this committee and the committee shall be responsible for engaging or disengaging an auditor, with final approval by the University Board of Trustees, and approving the auditor’s fees. 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;

c. inquire into the effectiveness of the Foundation’s management of its financial and accounting functions, the Foundation’s system of internal controls 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; and

e. review the Foundation’s tax returns for accuracy, prior to them becoming available to the full Board for review.
f. adhere to all provisions in University Regulation FSU-2.025, Direct Support Organizations, and in the Foundation’s Audit Committee Charter.

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.

Because of 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 Board 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 Board members, 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 make recommendations to the Board Chair regarding a Trustee’s re-election or removal;

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

d. oversee the orientation and development of new Trustees.

Section 8: Development Committee

The Committee shall be responsible for making recommendations to the Foundation for raising 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 regard to fundraising policies, strategies and in the pursuit of private support emanating from alumni, faculty, students, friends, foundations and organizations; and
c. stimulate vigorous and aggressive efforts to attract private support to the University.

Section 9: Donor Stewardship Committee

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

a. serve as advocates to interpret and voice donors’ views regarding their continual relationship with the University and the Foundation;

b. advise, support and make recommendations to the Foundation on a broad range of stewardship issues, policies and strategies that strengthen the donor relationship program;

c. 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; and

d. 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 on such date 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, F.S., Section 607.0831, F.S., and Section 607.0850, F.S., 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.

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: Authorized Actions
Any two of the following may endorse any and all checks, drafts, notes, bills of exchange and orders for the payment of money for deposit or cashing or other negotiation on bank accounts established from time to time by the Board of Trustees: Chair, Foundation President, Treasurer and Executive Vice President. Notwithstanding the above requirement, endorsements for deposit-only may be a written or stamped endorsement of the Foundation made or authorized by any officer of the Foundation.

Any two of the following may draw and sign checks, bills of exchange and orders on bank accounts, select banks and open or negotiate accounts and account terms, with banks as approved by the Finance Committee as described in these bylaws: Chair, Foundation President, Treasurer and Executive Vice President.

Any one of the following may execute, by telephone, email or oral direction, orders for investing/reinvesting of funds, purchasing of foreign currency and/or transferring funds among Foundation accounts or to Foundation investment managers: Chair, Foundation President, Executive Vice President, Foundation Chief Financial Officer, or a Foundation employee designated in writing by one of those officers.

ARTICLE VIII—OPERATIONAL MATTERS

Section 1: Execution of Documents
Any one of the following may execute documents on behalf of the Foundation relating to the administration and operation of the Foundation, including receipts, gift agreements and other instruments and documents pertaining to or evidencing donations, contribution, gifts, bequests, pledges, estates, trusts and/or other instances in which assets are or may be transferred or pledged to the Foundation, providing they do not conflict with the stated purposes of the Foundation and providing they have received all approvals required by these bylaws and/or applicable Foundation policies: Foundation President, Executive Vice President, Chief Financial Officer or a Foundation employee designated in writing by one of those officers.

Any one of the following is authorized to enter into any contract or execute any instrument in the name of or on behalf of the Foundation in furtherance of the operations of the Foundation and in compliance with the annual budget adopted by the Board: Foundation President, Executive Vice President or Chief Financial Officer. In addition, the Foundation President, Executive Vice President or Chief Financial Officer may designate in writing one or more Foundation employees who are authorized to execute contracts on behalf of the Foundation for the purchase of items and/or services as long as the amount of each such contract is no more than $5,000. Otherwise, the
Board of Trustees by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Foundation.

No Officer, agent, employee or other person purporting to act on behalf of the Foundation shall have any power or authority to bind the Foundation in any way, to pledge the Foundation’s credit or to render the Foundation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Board of Trustees as set forth in these bylaws or unless an unauthorized act was later ratified by the Board of Trustees.

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

a. 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 or her service ceases or while he or she 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 and applicable rules of the Board of Governors and the University Board of Trustees.

Section 5: Foundation Employees

Foundation employees are not employees of the State of Florida.

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 procedures 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 in conformance with FSU regulation FSU-2.025(7) Direct Support Organizations.
Amended and Restated

BYLAWS

of

THE FLORIDA STATE UNIVERSITY
REAL ESTATE FOUNDATION, INC.

As Amended and Restated through and Adopted on April 21, 2017
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BYLAWS

of

THE FLORIDA STATE UNIVERSITY REAL ESTATE FOUNDATION, INCORPORATED

ARTICLE I. PURPOSE, MISSION, AND OFFICES

SECTION 1. NAME AND PURPOSE. The name and purpose of the corporation are set forth in the Articles of Incorporation as may be amended from time to time. In accordance with Article III of the Articles of Incorporation, The Florida State University Real Estate Foundation, Incorporated (the “Foundation”) is organized and operated with all powers of a Florida not for profit corporation under Chapter 617, Florida Statutes, and a University direct support organization established pursuant to Section 1004.28, Florida Statutes, and, among other things, is to provide leadership and assistance to Florida State University (the “University”) in its facilities and real estate development activities upon request; provide broad real estate advice, consultation and support to the University and its direct support organizations when requested; and to purchase, receive, hold, invest, reinvest, manage, lease, mortgage, develop, administer, operate, and sell the real estate assets of the Foundation, including gifts of property, and to make expenditures, or contribute or distribute all or a portion of the net proceeds from such activity, to or for the use and benefit of the University as a Type I supporting organization to the University pursuant to Section 509(a)(1)-(3) of the United States Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

SECTION 2. MISSION. To the extent consistent with the Foundation’s purposes outlined in Article III of the Articles of Incorporation, the specific mission of the Foundation is to provide expertise and strategic support for all of the University’s real estate needs. The Foundation adds value to the University through real estate opportunities and accomplishes this by working with the University to:

- Solicit and accept gifts of real estate and manage these assets to maximize their financial benefit to the University
- Identify and acquire properties with strategic value to the University
- Create strategic plans and develop properties for the benefit of the University
- Provide real estate asset management services to the University and its direct support organizations as requested by the University administration, Board of Trustees, or individual direct support organizations
- Coordinate and achieve any real estate initiative requested or implemented by the University’s administration or Board of Trustees

SECTION 3. OFFICES. The principal office of the Foundation will be located at Florida State University in Tallahassee, Leon County, Florida.
ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GOVERNANCE. In accordance with Article VII of the Articles of Incorporation of the Foundation, the affairs of the Foundation shall be managed by and under the direction of the Board of Directors (the “Board” or “Board of Directors”), and by various officers and committees thereof as powers may be delegated to such officers and committees by these Bylaws or by Resolution of the Directors. Members of the Board, except for the Directors Emeritus as hereinafter defined, shall be the sole voting members of the Foundation and shall be called “Directors.”

SECTION 2. COMPOSITION AND TERMS. The Board shall be comprised of a minimum of two (2) ex-officio directors, seven (7) appointed directors, and four (4) elected directors for a minimum total of thirteen (13) voting Directors, and a non-voting Director Emeritus as hereinafter defined. The voting Directors shall be determined as follows:

A. Ex-Officio Directors. The “Ex-Officio Directors” shall be: (i) the Chair of the Florida State University Board of Trustees or designee; and (ii) the President of the Florida State University (“University President”) or designee. Ex-Officio Directors will serve as long as they hold the aforementioned office or position. A designee of either the Chair of the Board of Trustees or the University President shall serve at the pleasure of either the Chair of the Board of Trustees or the University President respectively. Each Ex-Officio Director shall have one (1) vote on all matters before the Board of Directors.

B. Appointed Directors. Each of the following persons or bodies shall appoint one of the seven (7) “Appointed Directors”: (i) the University President; (ii) the Provost for the Florida State University; (iii) the Chief Financial Officer for the Florida State University; (iv) the Florida State University Research Foundation, Inc.; (v) the Seminole Boosters, Inc.; (vi) the Florida State University Foundation, Inc.; (vii) the Florida State University Alumni Association. Because the University President may designate a person to serve as Ex-Officio Director and appoint an Appointed Director, the University President shall by letter to the Foundation distinguish which delegate will serve as an Ex-Officio Director and which will serve as an Appointed Director. Appointed Directors should have experience in the real estate field. Each appointing person or body, other than the University President, shall provide a candidate’s resume or other similar documentation of qualifications to the University President, Chair of the Board, and Foundation President for vetting and confirmation that the suggested appointment has sufficient real estate experience, acumen and qualifications. Each Appointed Director shall serve at the pleasure of the appointing person or body. Each Appointed Director shall have one (1) vote on all matters before the Board of Directors.

C. Elected Directors. The Board of Directors shall elect by majority vote four (4) “Elected Directors”. The term of office for any Elected Director shall be for a period of three (3) years commencing on the July 1st immediately following the election. Elected Directors may be re-elected for a second term of three (3) years, but may only serve two (2) consecutive terms. Provided, however, the foregoing notwithstanding, if a Director has been elected to serve as an Officer and his or her term as Director will expire before
the completion of the term as Officer, then his or her term as Director shall be automatically extended to accommodate the time required for the fulfillment of his or her term as Officer. An Elected Director who has served two (2) terms consecutively may be re-elected to the Board after two years following the end of his or her last term and will have the status of a new Director. The terms of the four (4) Elected Directors shall be staggered so that at least one (1) and no more than two (2) Elected Directors are up for election or re-election each year. Notwithstanding any other provisions of these Bylaws, and in order to facilitate the staggering of terms, the term of an Elected Director who is elected prior to April 2020 may be considered for a term extension of up to two (2) years. The decision to extend the term of Elected Director elected prior to April 2020, shall be made by a majority vote of the Board of Directors. Each Elected Director shall have one (1) vote on all matters before the Board of Directors.

SECTION 3. DIRECTOR EMERITUS. The immediate past Chair of the Board of Directors shall be a member of the Board and serve as a “Director Emeritus”. If the immediate past Chair’s term as a Director has not expired, he or she shall continue to serve out the unexpired portion of that term and shall serve an additional term of one (1) year as Director Emeritus. If the immediate past Chair’s term as a Director expires contemporaneous with the expiration of his or her term as Chair, then he or she shall serve an additional term of two (2) years as Director Emeritus. A Director Emeritus shall be a non-voting member of the Board of Directors, but may participate in the discussion of any matter before the Board of Directors.

SECTION 4. QUALIFICATIONS. The Board of Directors shall have the full discretionary power to set qualifications for Directors in addition to those set out in the Articles of Incorporation.

SECTION 5. SELECTION OF ELECTED DIRECTORS. The Board of Directors shall elect new Directors to fill expiring and vacant seats held by Elected Directors. Candidates for Elected Directors will be reviewed and recommended to the Board of Directors by the Board Development Committee as described in Article VI, Section 6. The Board Development Committee will forward a list of approved candidates to the University President by March 1st of each year for his or her approval. An Elected Director seeking re-election for a second term shall submit their name to the Board Development Committee and Board as a candidate. Each candidate will be subject to confirmation by the University President prior to standing for election (or re-election as the case may be). The Board of Directors will elect Directors from the slate confirmed by the University President by a majority vote at the Annual Meeting.

SECTION 6. POWERS. 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, a committee established pursuant to these Bylaws, and other appropriate staff.

SECTION 7. DUTIES. The Board of Directors shall discharge all the duties imposed upon it by the Articles of Incorporation and these Bylaws. The Board of Directors shall approve budgets on an annual basis. The Board of Directors shall present the annual budgets to the University President by May 1st of each year for transmission to the University Board of Trustees for review and approval. The Board of Directors shall assist the Foundation in raising private funds and
facilitating gifts of real estate, to continue their personal financial support for the University, to identify others to engage with the University, to assist in stewardship-related activities, and to advocate on behalf of the University. Further, the role of each Director is to provide real estate related advice to the University when requested, to govern the Foundation, and advocate on behalf of the University. Each Director should strive to attend each meeting of the Board, and each Director’s attendance will be reviewed by the Board Development Committee for recommendation as to whether a Director should be re-elected, nominated for Chair or Vice-Chair, or removed.

SECTION 8. REMOVAL. An Ex-Officio Director may not be removed except as stated in Article II, Section 2.A. An Appointed Director, Elected Director or Director Emeritus may be removed from the Board of Directors upon the recommendation of a two-thirds vote of the Board of Directors with the concurrence of the University President and the Chair of the University Board of Trustees, when it is determined to be in the best interest of the Foundation. The University President may remove any Appointed Director, Elected Director or Director Emeritus in his or her sole discretion at any time. A Director’s term shall automatically terminate upon death, incapacity, or resignation.

SECTION 9. RESIGNATION. A Director or Director Emeritus may resign at any time by submitting a written resignation to the Chair, Foundation President and University President.

SECTION 10. VACANCIES. Whenever any vacancy occurs on the Board of Directors during a term by removal, death, incapacity, resignation or otherwise, the unexpired portion of the term shall be filled as soon as practicable, without undue delay. Vacancies that are filled with less than two (2) years of the term remaining will not be counted as a term for purposes of eligibility to serve two terms consecutively. An anticipated vacancy may be filled in advance, but the new Director shall not take office until the vacancy occurs.

A. Ex-Officio Director Vacancies. In the case of a vacancy in the positions held by the Chair of the Florida State University Board of Trustees or the University President, their successor shall assume that position as Director upon taking the underlying position. If prior to their vacancy, the Chair or University President named a designee to serve as Ex-Officio Director in their place, then said designee will continue to serve as an Ex-Officio Director until a new designee is named by the newly seated Chair or University President respectively.

B. Appointed Director Vacancies. In the event of a vacancy on the part of any Appointed Director, a replacement shall be appointed by the respective appointing person or body immediately.

C. Elected Director Vacancies. In the case of a vacancy created by any Elected Director, a replacement shall be elected by the Board by a majority vote of the Directors in the same manner as described in Article II, Section 5 without waiting until the Annual Meeting, and such replacement Director shall serve out the remaining term of the original Elected Director.
ARTICLE III. OFFICERS AND ELECTIONS

SECTION 1. COMPOSITION. The officers of the Foundation shall be the Chair, Vice Chair, Foundation President, Vice President, Secretary, and Treasurer (the “Officers”). The Chair and Vice Chair shall be elected by, and shall serve at the pleasure of, the Board of Directors. The Chair and Vice Chair shall be nominated from members of the Board of Directors while the other officers will be employees of the University.

SECTION 2. ELECTION OF OFFICERS. At the Annual Meeting, the Board of Directors will elect by majority vote the Chair and Vice Chair to serve for the next fiscal year beginning July 1st. However, the Chair of the Foundation shall be elected by the Board of Directors subject to confirmation by the University President and shall report to the University President or a designee reporting directly to the University President. The offices of Foundation President, Vice President, Secretary, and Treasurer shall be filled as set forth in Article IV below.

SECTION 3. TERMS OF OFFICE. Each Chair and Vice Chair shall serve for one term of two (2) years beginning on the July 1st following the Annual Meeting at which they were elected. Any person serving as Chair or Vice Chair must not serve more than one term as Chair or Vice Chair and must wait a period of one (1) year after serving before again standing for election. The terms of the Foundation President, Vice President, Secretary, and Treasurer shall be set forth in Article IV below.

ARTICLE IV. POWERS AND DUTIES OF OFFICERS

SECTION 1. CHAIR. The Chair of the Foundation (who shall be a Director) shall be the presiding officer of the Foundation and shall exercise 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 or her by the Board of Directors.

SECTION 2. 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 until a replacement is selected in accordance with Section 10 of this Article.

SECTION 3. FOUNDATION PRESIDENT. The office of Foundation President will be filled by the incumbent of the Ex-Officio Director seat held by either the University President or his or her designee, and he or she will be appointed to serve as Foundation President of the Board of Directors for so long as serving in that position. The Foundation President shall supervise all of the business and affairs of the Foundation. The Foundation President, the Vice President, or any other Officer of the Foundation authorized by the Board of Directors, may sign all certificates, contracts, deeds, notes, and other documents or legal instruments which the Board of Directors has authorized to be executed.
SECTION 4.  **VICE PRESIDENT & EXECUTIVE DIRECTOR.** The office of Vice President will be filled by the incumbent of the position of Executive Director of the Foundation and he or she will be deemed appointed to serve as Vice President for so long as serving in the position of Executive Director. The Executive Director is selected and appointed by the Board of Directors, with the prior approval of the University President, and the Executive Director reports to the University President or a designee reporting directly to the University President. As Vice President and Executive Director, he or she shall assist the Foundation President and shall be responsible for the day-to-day management of the business and affairs of the Foundation, as well as carrying out the plans, purposes, and objectives of the Board. The Vice President will exercise the authority to accept gifts, collect revenues, and make expenditures, and is responsible for maintenance and management of Foundation activities and personnel, subject to oversight by and accountability to the Board of Directors, the Foundation President, and the University President or designee, and will perform other duties assigned to him or her by the Board of Directors, these Bylaws, the Foundation President, or the University President or designee. However, any gift, expenditure, or other action that results or is likely to result in a financial or operational obligation of the Foundation or University exceeding thresholds to be established by the Board of Directors, requires the approval of the Board of Directors. If a gift imposes financial or operational obligations exceeding the threshold, ratification of the action by the Board of Trustees or its authorized designee is also required to be effective. The Vice President may sign all certificates, contracts, deeds, notes, and other documents or legal instruments which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5.  **SECRETARY.** The office of Secretary will be filled by a senior Foundation or University accounting staff member as determined by the Foundation President, and he or she shall be deemed appointed to serve until removed, no longer employed by the Foundation or University, or a successor is appointed by the Foundation President. The Secretary, or designee, shall keep full and accurate minutes of all meetings of the Board of Directors and committees 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 attest to documents signed by the Chair, Foundation President, or Vice President 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 or Director and, when required, to affix thereto the seal of the Foundation.

SECTION 6.  **TREASURER.** The office of Treasurer will be filled by the incumbent of the position of Chief Financial Officer for the Florida State University Foundation, Inc., and he or she will be appointed to serve as Treasurer for so long as serving in that position. The Treasurer shall serve as the Chief Financial Officer of the Foundation and 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 be responsible for budget preparation, financial statement preparation and presentation, including quarterly expenditure plans, and oversight of
internal controls, control of the Foundation’s assets, accounting policies and procedures, and other
duties deemed necessary by the Board. The Treasurer will prepare an annual budget, quarterly
expenditure plans, and financial statements for the Foundation for approval by the Board of
Directors. The Treasurer, in coordination with the Audit Committee, if active, shall cause an
annual audit to be made as required by statute and regulation. The Treasurer will serve as the
liaison with the Foundation’s external auditors, and the Treasurer will attend all meetings of the
Audit Committee. The Treasurer will perform other duties assigned by the Board of Directors or
these Bylaws.

SECTION 7. OTHER OFFICERS. As further set forth in the Articles of Incorporation, the Board
of Directors may create additional offices and elect such other officers as it may deem necessary
or desirable, which officers shall hold their offices for such terms and shall exercise such powers
and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 8. RESIGNATION. An Officer may resign at any time by submitting a written
resignation to the Chair and the Foundation President. If the Chair or Vice Chair is resigning, he
or she shall submit his or her resignation to the Foundation President and the University President.
If the Foundation President is resigning, he or she shall submit his or her resignation to the Chair
and the University President.

SECTION 9. REMOVAL. The Board of Directors, by affirmative vote of two-thirds (2/3) of the
Directors present at a properly noticed meeting of the Board of Directors at which a quorum is
present, may remove the Chair or Vice Chair whenever in the Board’s judgment the interest of the
Foundation would be best served, subject to the approval of the University President. If the
University President does not approve the removal, then the officer will continue to serve in the
current position. The University President may remove any Officer in his or her sole discretion at
any time. An Officer’s term shall automatically terminate upon death, incapacity, or resignation.

SECTION 10. VACANCIES. In the event of resignation, removal, death, incapacity, absence,
inability, or refusal to act by either the Chair of Vice Chair, the Board of Directors may appoint
any person to perform their respective duties, as provided in these bylaws, until the next meeting
of the Board of Directors or such time as the Board of Directors may hold an election to replace
the vacant office. However, in the case of a vacancy in the Office of Chair of the Foundation, that
officer shall be selected by the Board of Directors based upon the recommendation and approval
of the University President. In the event of resignation, removal, death, incapacity, absence,
inability, or refusal to act by either the Foundation President, Vice President, or Treasurer, then
said officer shall be replaced by the new incumbent of the respective underlying position stated in
this Article, or, in the case of the Secretary, then that officer shall be replaced by a senior
Foundation or University accounting staff member as determined by the Foundation President.

SECTION 11. COMPENSATION. 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.
ARTICLE V. MEETINGS OF BOARD OF DIRECTORS

SECTION 1. REGULAR & ANNUAL MEETINGS. Regular meetings of the Board of Directors shall be held at least three (3) times per year. One of these regular meetings shall be held in March or April of each year and this meeting shall be known as the “Annual Meeting.” The Board of Directors will establish a schedule of dates, times, and places for the Annual and regular meetings by resolution. At the Annual Meeting, the Board of Directors shall elect Directors and Officers as provided in these Bylaws, appoint committee assignments, approve and adopt the Foundation’s annual budget for the next fiscal year to be submitted to the University President by May 1st, and shall transact such other business as may be brought before the Board. In the event that Directors or Officers are not elected at the Annual Meeting, a special meeting of the Board may be called for that purpose.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chair, Foundation President, the University President, or upon written request of a majority of the Board of Directors.

SECTION 3. EMERGENCY MEETINGS. Emergency meetings may be called by the Chair or the University President upon as much notice as is reasonably possible but not less than twenty-four (24) hour notice whenever, in the opinion of the Chair or University President, an issue requires immediate Board action. 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.

SECTION 4. DATE, TIME, AND PLACE. All Annual and regular meetings of the Foundation and its Directors shall be held at the time and place set by resolution of the Board of Directors and further notice need not be given to Directors so long as the time and place of the meeting does not change from the resolution. Special Meetings and Emergency Meetings may be held at any date, time, and place designated by the Chair or University President. To the extent the date, time, and place of a meeting has not been determined and set by resolution of the Board of Directors, the notice of the time and place of meetings of the Board of Directors shall be given in accordance with Article VII of these Bylaws.

SECTION 5. REMOTE PARTICIPATION. The Chair of the Board may permit any or all Directors to participate in an Annual, regular, special or emergency meeting of the Board of Directors by, or through the use of, telephone conference call, video conference, or any other means of electronic communication provided that all Directors and all others in attendance are able to hear and speak to one another contemporaneously. Remote participants who can hear, and be heard by, all other participants, and who have access to any materials distributed to participants shall be considered “present” for purposes described in these Bylaws. The notice of any meeting conducted by electronic communication must state where and how members of the public may gain access to the meeting.

SECTION 6. QUORUM AND VOTING. 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. 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. 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.

SECTION 7. PRESIDING OFFICER. The Chair, or in his or her absence, the Vice Chair, will preside at meetings of the Board of Directors. In the absence of both of these officers from any meeting, the meeting will be run by a Director or Officer designated by the Chair. If there is no designee, then the University President, or his or her designee on the Board of Directors, after consultation with the Foundation President, may appoint any Director to preside.

SECTION 8. MINUTES. Minutes of all meetings shall be kept by the Secretary, or designee, and submitted to the Board of Directors for review and approval at a future Board meeting. After the minutes have been approved by the Board of Directors, they are to be stored within the Foundation records in accordance with the schedule set by the Florida Secretary of State.

SECTION 9. PROXIES. Proxies, general or special, will not be accepted for any purpose at any meeting of the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. STANDING COMMITTEES. The Board of Directors, by resolution adopted by a majority of Directors present at a meeting at which a quorum is present, may establish and appoint the following standing committees of the Board of Directors: a Board Development Committee; and, an Audit Committee. Each standing committee shall have three or more members who are appointed by, and serve at the pleasure of, the Chair of the Board, unless otherwise specified by these Bylaws. The Chair of the Board shall appoint all standing committee chairs. The governance, authority, and responsibilities of each of the standing committees shall be set forth in individual committee charters approved by the Board of Directors that prescribe the number of members of the committee, the qualifications for membership on the committee, the authority and responsibility of the committee, and the rules, policies and practices the committee will follow in discharging the duties delegated to it by the Board of Directors. Each standing committee shall prepare and submit to the Board of Directors, for its approval, a proposed committee charter that is consistent with these Bylaws and shall periodically review the committee charter and propose any recommended revisions to the Board of Directors. Any provision within a committee charter that conflicts with these Bylaws, the Articles of Incorporation, the Regulations promulgated by the University Board of Trustees or the Florida Statutes shall be resolved in favor of the Bylaws, Articles, Rules or Statutes. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them. The Chair of the Board, 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. SPECIAL COMMITTEES. From time to time the Chair of the Board may appoint such special or advisory committees, including (but not limited to) a Strategic Planning Committee and Bylaws Committee, as the Chair of the Board determines to be beneficial for the purpose of
advising or assisting the Board. Each such committee shall serve at the pleasure of the Board of Directors or Chair of the Board who may dissolve special committees by majority vote. The Chair of the Board shall appoint all special committee members and chairs.

SECTION 3. AUTHORITY AND COMPOSITION OF COMMITTEES. From time to time, the Board of Directors may adopt additional resolutions, policies, or committee charters governing the authority and responsibilities of any committee. All committees have the authority delegated to them by the Board of Directors as recited in these Bylaws, the approved committee charters, or resolutions of the Board of Directors. Each committee is expected to include members who possess the requisite skill, knowledge and expertise for the committee to accomplish its purpose. A majority of the members of each standing committee shall consist of members of the Board of Directors, but other individuals who are not Directors or Officers may be added to a committee for their expertise, knowledge or skill. The Vice President may not serve as a member of any committee in order to avoid the possibility of a violation of Chapter 286, Florida Statutes. The Chair of the Board, or in the Chair's absence the Vice Chair of the Board, shall serve as an ex-officio member of all committees. The Ex-Officio Directors shall also serve as ex-officio members of an Executive Committee, if the committee is active. The Chair of the Board shall appoint all committee members and chairs in accordance with these Bylaws. The Chair may remove any committee member who is not an ex-officio member, whenever in the Chair’s judgment the interests of the Foundation would be best served. The Board of Directors may dissolve any committee at any time by resolution adopted with a majority vote.

SECTION 4. CONDUCT OF COMMITTEE MEETINGS. Any committee may meet at such times as may be specified in the applicable committee charter or designated by the Chair of the Board of Directors or the chair of the committee, or upon the written request of the University President or any two (2) members of the committee. At the discretion of the committee chair, meetings of committees may be conducted by teleconference, videoconference or through other appropriate electronic communication provided that: (i) all members and all others in attendance are able to hear and speak to one another contemporaneously; (ii) the notice of any meeting conducted by electronic communication states where and how members of the public may gain access to the meeting; and (iii) such meetings comply with these Bylaws and Florida law. A committee member participating in a meeting by this means is deemed to be present in person at the meeting. The Secretary, or designee, shall notice meetings of standing, special, and ad hoc committees in the manner prescribed in Article VII of these Bylaws. 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. A majority vote shall be necessary for the adoption of any resolution or recommendation before the committee. If a committee only has three members, then the presence of two of the three members will constitute a quorum, and any action where only two members are present requires an affirmative vote of both members present. No proxies or absentee ballots will be allowed or accepted at any time. All action taken at any committee meeting shall be captured in the minutes kept by the Secretary, or designee, and thereafter approved by the committee at a future committee meeting and submitted to the Board of Directors for approval at a future meeting of the Board. After the minutes have been approved by the Board of Directors,
they are to be stored within the Foundation records in accordance with the schedule set by the Florida Secretary of State.

SECTION 5. **AUDIT COMMITTEE.** The Audit Committee shall review the audit plan of the Foundation, appraise and approve the effectiveness of the plan, assist the Board of Directors 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. The committee shall consist of a minimum of three (3) members, a majority of whom shall be current members of the Board. All members shall be financially literate and at least one member shall have strong professional working experience in accounting, business, finance, audit, and internal controls. No member of the Audit Committee may be a member of Foundation management. In the event the Foundation is unable to identify a qualified Audit Committee member, the Board may request the University Board of Trustees Finance, Business and Audit Committee to appoint a qualified person to the Audit Committee. Otherwise, the Chair of the committee, and all committee members, shall be appointed by the Chair of the Board. The independent auditor will report to this committee, and the committee shall be responsible for engaging or disengaging an auditor, and approving the auditor’s fees. To meet these responsibilities, the committee shall comply with the duties enumerated in the charter of the committee.

SECTION 6. **BOARD DEVELOPMENT COMMITTEE.** The Board Development Committee shall identify, recruit, and recommend prospective candidates to the Board for any empty Elected Director seats, Chair, Vice Chair, and successors to any vacancies. The Committee shall receive any recommendations for nominees by November 30th of each year. The Committee shall forward a list of candidates to the University President for approval by January 31st of each year. After receiving the University President’s approval, the Committee shall provide the Board of Directors a final slate of approved candidates by March 1st of each year for its consideration prior to the elections scheduled for the Annual Meeting. In the event of a vacancy, the Committee shall forward recommendations to the University President as soon as practicable. In making its recommendations, the Committee shall consider a Director’s attendance and past performance during service to the Foundation. The Committee shall be comprised of no less than three (3) and no more than seven (7) Board members. The Committee is responsible for Board development and shall be responsible for identifying future Board leadership, monitoring attendance and participation, orienting and mentoring new Elected Directors, and assuring diversity (race, gender, expertise, geography) of the Board’s composition. The Committee shall establish a plan for orientation of new Directors and continuing education for existing Directors.

**ARTICLE VII. NOTICE OF MEETINGS**

SECTION 1. **NOTICE REQUIREMENTS.** Notice of the date, time and place of regular and special meetings of the Board of Directors (and the applicable telephone number for a meeting by conference call) shall be given by the Secretary, or designee, at least seven (7) 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 by the Secretary, or designee, at least seven (7) days before the meeting, to each committee member by personal delivery, facsimile transmission, electronic mail, or United States mail. Public notice of
any meeting of the Board or any committee shall be made by posting notice in a section of the Foundation’s website maintained for the purpose of providing public notices of meetings of the Board of Directors and committees. The Foundation 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, as required by Florida law. Except as otherwise expressly required by Florida law or these Bylaws, neither the business to be transacted at, nor the purpose of, any annual, regular, special or emergency 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.

SECTION 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 Foundation’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 Foundation.

SECTION 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. 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 4. PUBLIC APPEARANCES. Opportunity for public comment at Board of Director or committee meetings may be permitted by the Chair or chair of a committee respectively. To the extent required by law or permitted by the Chair or chair of a committee, individuals or representatives of groups who desire to appear before the Board of Directors or any committee regarding an item being considered must submit their request in writing to the address or email address noted in the posted notice for the meeting, or for telephonically held meetings, by submitting a public comment form obtained from the Secretary, specifying the agenda item about which they wish to speak at least three working days prior to the start of the meeting. The Chair or the committee chair, in consultation with the Foundation President, and complying with the law, will determine whether the comment on the item will be heard and when it will be heard, and may
require a representative for a group or faction if many members request to be heard. Public comment will be limited to three minutes per person, and the aggregate time for all public comments at a meeting may not exceed fifteen minutes. To the extent permitted by law, the Chair or chair of the committee may decline to hear any matter determined by the Chair or committee chair not to relate to a particular agenda item or that is outside the jurisdiction of the Board of Directors or committee.

ARTICLE VIII. TRANSACTION OF BUSINESS

SECTION 1. 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.

SECTION 2. CORPORATE SEAL. The corporate seal shall be in the form approved by the Board of Directors.

SECTION 3. CHECKS AND DRAFTS. Checks or drafts on the funds of the Foundation, if any, shall be signed (electronically) by the Chair, Foundation President, or Vice President or by any officer or other person with such limitations as may be from time to time designated by resolution of the Board. Authorizations for transfers (including electronic wire transfers), disbursements and withdrawals must be authorized and approved in writing by either the Chair, Foundation President, or Vice President. An electronic mail (“email”) may be used in lieu of an actual written signature from the relevant Officer. All disbursements from Foundation funds shall be made in accordance with the approval matrix prior to issuance, and will not require further Board action up to the cap established by the Board.

SECTION 4. EXECUTION OF DOCUMENTS. The Chair, Foundation President, or Vice President are authorized to execute in the name of the Foundation, with the Secretary attesting if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board of Directors or these Bylaws and complying with all applicable Foundation and University policies, or necessary to effectuate the purposes of the Foundation, provided that any authority involving the Foundation’s contracting, debts, financial obligations, or any regulated activities, shall be within thresholds established by the Board of Directors. The Board of Directors may designate other persons to execute certificates, contracts, deeds, notes, and other documents or legal instruments on behalf of the Foundation, but such designation must be in writing and duly approved by the Board of Directors.

SECTION 5. FISCAL AND ACCOUNTING PRACTICES.

(A) Gifts. Gifts and bequests made for a specific purpose must be rigorously administered by the Foundation to insure that such funds are used solely for the purposes prescribed by the donor, and exclusively for the exempt purposes of the Foundation set forth in the Articles of Incorporation and these Bylaws.

(B) Annual Budget and Financial Statements. By May 1st of each year, the Foundation shall submit to the University President, for his or her review, approval, and submission and recommendation to Florida State University Board of Trustees, an annual operating budget for the
next fiscal year that has been approved by the Foundation's Board of Directors, which approval may be by special meeting. 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 University President, faculty, or staff of Florida State University not employed by the Foundation, to the extent that they are to be paid or provided with assets of the Foundation; and (iii) salary supplements, compensation, and benefits to be provided by the Foundation directly to employees of the Foundation. Copies of annual financial statements of the Foundation, including all statements required by Florida Statutes, shall be filed with the University President for his or her review and approval.

(C) **Quarterly Expenditure Plans.** The Foundation’s anticipated expenditures (capital and operating) will be submitted quarterly to the University President no later than the first day of each quarter. The quarterly expenditure plan separately delineates planned actions which would cause a commitment of University resources or which represents a significant commitment of Foundation resources, including (i) major fund raising events and campaigns and their purpose; (ii) compensation and benefits to University employees and Foundation employees; (iii) capital projects, including land acquisition, construction, renovation or repair; and (iv) other major commitments of Foundation resources.

(D) **IRS Forms.** The Foundation shall annually submit to the University President and University Board of Trustees its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990), and copies of said forms shall be provided by the University to the Board of Governors.

SECTION 6. **CORPORATE RECORDS.** The Foundation shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (a) 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 address); (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; (c) accurate accounting records; and (d) the Foundation's most recent annual report filed with Florida Secretary of State.

SECTION 7. **AUDIT.** The Chair of the Board in coordination with the Audit Committee shall arrange for the auditing of the books, records, and accounts of the Foundation by an independent certified public accountant at the close of every Fiscal Year in accordance with accounting principles generally accepted in the United States of America as contained in the applicable AICPA Professional Standards promulgated by the American Institute of Certified Public Accountants, Section 1004.28(5), Florida Statutes, the rules adopted by the Auditor General pursuant to Section 11.45(8), Florida Statutes, specifically including Chapter 10.700 “Audits of Certain Nonprofit Organizations”, and with the University Board of Trustees’ Regulation FSU 2.025 (the “Audit Standards”). 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. 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 Foundation’s fiscal year. The Audit Committee shall meet annually with the independent auditor out of the presence of the Foundation’s management about internal controls and the completeness and accuracy of the Foundation’s financial statements. All audit reports required by the Audit Standards, including an expression of an opinion as to the fairness of the presentation of the Foundation’s financial statements under the Audit Standards, shall be presented to the Audit Committee and made available to the Board. The annual audit report shall be submitted, within 9 months after the end of the fiscal year, to the Auditor General and the Board of Governors for review. The Board of Governors, the university board of trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall have the authority to require and receive from the organization or from its independent auditor any records relative to the operation of the organization.

SECTION 8. 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 legally protected group status.

SECTION 9. CONFIDENTIALITY OF DOCUMENTS. Pursuant to Section 1004.28(5), Florida Statutes, all records of the Foundation 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 10. CONFLICT OF INTEREST POLICY. Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors shall act in good faith, with due regard to the interests of the University and the Foundation. Directors shall comport themselves in accord with the Conflict of Interest Policy adopted by the Board as may be amended from time to time. Each Director shall annually complete and sign a disclosure form as required by said policy. The Foundation shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Foundation’s good name, business interests, and relationships with donors and the community at large.

ARTICLE IX. RELATIONSHIP WITH THE UNIVERSITY

SECTION 1. GENERAL. 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 1004.28, Florida Statutes.

SECTION 2. UNIVERSITY RESOURCES AND NAME. The University President shall have the 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.
SECTION 3. OPERATING BUDGETS. The Foundation’s annual budget shall be presented to the University President by May 1st of each year. The University President will then present and recommend the budget to the University Board of Trustees for approval. Thereafter, by the first day of each quarter, the Foundation will provide the University President with quarterly reports of expenditures based on a July 1 Fiscal Year for approval by the University President.

SECTION 4. RESTRICTED CONTRIBUTIONS. No contributions of funds or supplements to support intercollegiate athletics shall be received by the Foundation without approval of the University President. 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, Florida Statutes, 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.

ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE

SECTION 1. LIABILITY OF DIRECTORS AND OFFICERS. A Director or Officer of the Foundation shall not be personally liable for any debts, obligations, or liabilities of the Foundation to the extent provided under Section 617.0834, Florida Statutes.

SECTION 2. INDEMNIFICATION. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, as may be amended from time to time, 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 the individual is or was a Director, Officer, or employee of the Foundation shall be indemnified, to the extent permitted by existing or future law, against expenses (including attorneys' fees), liabilities, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding, including any appeal thereof, but only if the individual acted in good faith and in a manner the individual 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 the conduct was unlawful. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval of the Board as being in the best interests of the Foundation. The foregoing right of indemnification is in addition to and not exclusive of other rights to which the person (or person’s heirs, executors, or administrators) may be entitled.

SECTION 3. EXCEPTIONS AND LIMITATIONS. The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation, if prohibited by law, or if not authorized by the Board of Directors as provided in Section 4 below. Nothing in these Bylaws shall waive or derogate from application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under these Bylaws shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the condition that the indemnified person first agree in writing to provide, to the extent possible, the Foundation the benefit of the indemnified person’s right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.
SECTION 4. AUTHORIZATION OF INDEMNIFICATION. Any indemnification hereunder shall be made by the Foundation only upon a determination that indemnification of the Director, Officer, or employee is proper in a specific case because the individual has met the standard of conduct set forth in Section 2 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 5. INSURANCE. The Foundation shall obtain and maintain throughout its existence reasonable, commercially available director and officer liability insurance in the amount determined reasonable by the Board of Directors, which shall provide coverage to all Officers, Board members, and employees of the Foundation. 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 in an amount determined reasonable by the Board of Directors.

SECTION 6. NO SELF-DEALING. Notwithstanding anything contained in this Article X to the contrary, the Foundation 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.

SECTION 7. 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 to assure that each such person will faithfully discharge their duties. The Board of Directors shall decide by majority vote which Officers, Board members, and employees should be bonded and in what amounts.

ARTICLE XI. AMENDMENTS

As provided in the Foundation'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 at which a quorum is present, subject to final approval by the University President who shall submit the same to the University Board of Trustees for approval prior to becoming effective. Upon statutory enactments, amendments to existing laws or promulgation of rules affecting University direct support organizations by the 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 the 8th day of May, 2017.

___________________________        _______________________
Beth Azor, Chair                  Date
Lynda Williams 
Requester's Name
2010 Levy Ave Suite 300 
Address
Tallahassee, FL 32310 
City/State/Zip
Phone #

RECEIVED
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Florida State University Real Estate Foundation 
   (Corporation Name) 
   (Document #) 
   #N11 - 4518

2. 
   (Corporation Name) 
   (Document #)

3. 
   (Corporation Name) 
   (Document #)

4. 
   (Corporation Name) 
   (Document #)

☐ Walk in  ☐ Pick up time  __________☐ Certified Copy
☐ Mail out  ☒ Will wait  ☐ Photocopy  ☐ Certificate of Status

NEW FILINGS
☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS
☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS
☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CR2E031(7/97)
FIRST RESTATED ARTICLES OF INCORPORATION

OF

THE FLORIDA STATE UNIVERSITY REAL ESTATE FOUNDATION,

INCORPORATED

ARTICLE I

Name

The name of this corporation is The Florida State University Real Estate Foundation, Incorporated and its principal place of business and mailing address shall be located at 2010 Levy Ave, Suite 300, Tallahassee, FL 32306-2739.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purpose

Section 1. This Corporation is organized and shall be operated exclusively for charitable and educational purposes and not for pecuniary profit. The Corporation shall be operated exclusively for the benefit of The Florida State University. With the approval of The Florida State University Board of Trustees, the Corporation shall be a university direct support organization within the definition of Section 1004.28, Florida Statutes, and as such is organized and operated exclusively to receive, hold, invest, and administer property for the benefit of The Florida State University. All references in these Articles to The Florida State University shall be deemed to include any successor university at the same location, regardless of name.

Section 2. The Florida State University Real Estate Foundation, Incorporated shall exist to provide a direct support organization that:

A. Receives contributions of real estate, to hold, manage, lease, mortgage, develop, administer or sell 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.

B. Makes expenditures, grants, contributions or distributions to or for the benefit of The Florida State University, directly and/or through The Florida State University Foundation.
C. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the fullest extent permitted by Chapter 617, Florida statutes, and the laws of the State of Florida, subject to the restrictions contained in Section 3 of this Article set forth below.

Section 3. Restrictions:

A. Notwithstanding any other provisions of these articles, this Corporation will not conduct any activity not permitted to be carried on by the charter granted by The Florida State University, by Section 1004.28, Florida Statutes, and by a corporation organized and existing under Chapter 617, Florida Statutes.

B. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein.

ARTICLE IV

Powers and Limitations on Powers

Section 1. This Corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under Chapter 617, Florida Statutes or any other laws of the State of Florida. In addition to powers provided by Chapter 617, Florida Statutes, the Corporation shall have the following powers:

A. To purchase, lease, accept as a gift, bequest or devise, 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 expressed above; 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;

B. To distribute the net earnings, gains and assets of the corporation to The Florida State University Foundation, Inc., in a manner consistent with these Articles; provided, however, no part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit with the exception that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated.
C. To engage in any lawful act or activity for which corporations may be organized under Chapter 617, Florida Statutes, providing such activity is consistent with Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

Section 3. The Florida State University Board of Trustees and The Florida State University assume no financial liability for the Corporation.

ARTICLE V

Capital Stock

The Corporation shall have no capital stock, and no Trustee, officer or employee shall have any right or title to any asset of the Corporation.

ARTICLE VI

Incorporators

The name and address of each incorporator is as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beth Azor</td>
<td>The Florida State University Real Estate Foundation</td>
</tr>
<tr>
<td></td>
<td>2010 Levy Ave, Suite 300</td>
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<tr>
<td></td>
<td>Tallahassee, FL 32306-2739</td>
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<tr>
<td>Thomas W. Jennings</td>
<td>The Florida State University Real Estate Foundation</td>
</tr>
<tr>
<td></td>
<td>2010 Levy Ave, Suite 300</td>
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<td>Tallahassee, FL 32306-2739</td>
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ARTICLE VII

Directors and Officers

Section 1. The affairs of the Corporation shall be managed by the Board of Directors as authorized by the Bylaws.

Section 2. The Board of Directors shall consist of not less than seven real persons who shall be appointed as prescribed in the Bylaws. In accordance with Section 1004.28, Florida Statutes, one member must be The Florida State University President or his/her designee and one member must be the Chair of The Florida State University Board of Trustees or his/her designee.

Section 3. The Board shall have the following officers who shall be selected by the Board of Directors:

1. Chairman
2. Vice Chairman
3. Secretary
4. Treasurer

The Board of Directors may create additional offices and prescribe the duties thereof, and elect persons to fill such offices. The duties and responsibilities of said officers shall be published in the Bylaws.

ARTICLE VIII

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is the Office of the General Counsel, The Florida State University, Suite 424 - Westcott Building, 222 S. Copeland Street, Tallahassee, Florida 32306-1400, and the name of this corporation's initial registered agent at such address is Betty Steffens, General Counsel. Copies of all papers should also be sent to President Eric Barron, The Florida State University, Suite 211 - Westcott, 222 S. Copeland Street, Tallahassee, FL 32306-1470

ARTICLE IX

Bylaws

The Bylaws of the Corporation shall be adopted at the first meeting of the Board of Directors and may be altered, amended, or repealed by a majority vote of the Board of Directors prior to being submitted by the President of The Florida State University to the University’s Board of Trustees for approval. The Bylaws shall operate to carry out the purposes of the Corporation and to facilitate the operational procedures thereof. A vote of the majority of the
members of the Board of Directors shall be required to effect any alteration, change or amendment.

ARTICLE X

Indebtness

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself shall be at no time in the excess of the total assets held by the Corporation.

ARTICLE XI

Authority to Bind

The Chairman, President and other officers of the Corporation shall be empowered to act for the Corporation upon the authorization of the Board of Directors as stated in the Bylaws.

ARTICLE XII

Amendment

The Articles of Incorporation may be amended by a majority vote of the Board of Directors pursuant to being submitted by the President of The Florida State University to the Board of Trustees for approval. Such action shall be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE XIII

Term of Existence

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XIV

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to The Florida State University Foundation, Incorporated, provided that it is exempt under the Internal Revenue Code (“Code”) Section 501(c)(3), or in the event that such organization is not in existence or The Florida State University Foundation, Incorporated, is not exempt under the Code, the remaining assets of
the corporation shall be distributed to The Florida State University for such purposes permitted under Code Section 501(c)(3). If The Florida State University is no longer in existence, then upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3).

CERTIFICATE

These amended and restated Articles of Incorporation were adopted pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Statutes, and the Articles of Incorporation of the Corporation. There are no members entitled to vote on amendments to the Articles of Incorporation. The Board of Directors adopted, authorized and consented to the filing of these amended and restated Articles of Incorporation on October 20, 2011.

THE FLORIDA STATE UNIVERSITY
REAL ESTATE FOUNDATION, INC.

Beth A. Azor,
Chair, Board of Directors
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THE FLORIDA STATE UNIVERSITY
REAL ESTATE FOUNDATION, INC.

Beth A. Azor,
Chair, Board of Directors
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<thead>
<tr>
<th>Outline of 2014 Bylaws</th>
<th>Outline of 2017 Bylaws</th>
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<td><strong>Article I – Purpose, Mission, and Offices</strong></td>
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<td>Section 3. Director Emeritus</td>
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<td>Section 7. Presiding Officer</td>
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<td>Section 1. Fiscal Year</td>
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<td>Section 2. Effectiveness of Notice</td>
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<td>Section 3. Waiver of Notice</td>
<td>Section 3. Checks and Drafts</td>
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<tr>
<td>SUBJECT</td>
<td>DESCRIPTION OF CHANGE</td>
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<tr>
<td>Purpose &amp; Mission</td>
<td>Moved to its own Article. Includes Foundation’s updated mission statement and reflects reality of how Foundation actually operates.</td>
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<tr>
<td>Board Members</td>
<td>Three (3) new Appointed Directors (by University President, Provost, CFO)</td>
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<td>One (1) new Elected Director</td>
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<td>Adds staggered terms and allows term extension for current Elected Directors to facilitate staggering.</td>
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<td>Adds automatic extension of a Director’s term if elected as Officer and Director term ends prior to Officer term</td>
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<td>Adds position of Director Emeritus</td>
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<td></td>
<td>Clarifies distinctions between Ex Officio, Appointed, and Elected Directors.</td>
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<td>Adds removal rights to the University President</td>
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<tr>
<td>Officers</td>
<td>Chair and Vice Chair are now limited to one (1) two (2) year term, and must sit out a year before again standing for election.</td>
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<tr>
<td></td>
<td>Positions of Foundation President, Vice President, Secretary and Treasurer are now filled by designated positions rather than through election. This conforms with the Foundation Board’s resolution filling the position of Treasurer with the CFO of the FSU Foundation. This change also merges the role of Executive Director with the role of Vice President. FSU Rule 2.025(2)(b) requires that a DSO have either an executive director or chief executive officer.</td>
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<td>Adds removal rights to the Board of Directors and the University President</td>
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<tr>
<td>Board Meetings</td>
<td>Clarifies distinction between Annual and Regular meetings</td>
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<td>Clearly allows remote participation by phone or video conference</td>
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<tr>
<td>Committees</td>
<td>Adds standing committees</td>
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<td>Updated committee structure and procedures</td>
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<tr>
<td>Notice of Meetings</td>
<td>Created new article to address notice for both Board meetings and Committee meetings</td>
</tr>
<tr>
<td>Transaction of Business</td>
<td>Created new article that address business operations of the Foundation</td>
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Amended and Restated

BYLAWS

of

THE FLORIDA STATE UNIVERSITY
REAL ESTATE FOUNDATION, INC.

As Amended and Restated through and Adopted on April 21, 2017
The Florida State University Real Estate Foundation, Incorporated

(A Not-For-Profit Corporation)

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BYLAWS

of

THE FLORIDA STATE UNIVERSITY REAL ESTATE FOUNDATION,
INCORPORATED

ARTICLE I. PURPOSE, MISSION, AND OFFICES

SECTION 1. NAME AND PURPOSE. The name and purpose of the corporation are set forth in the Articles of Incorporation as may be amended from time to time. In accordance with Article III of the Articles of Incorporation, The Florida State University Real Estate Foundation, Incorporated (the “Foundation”) is organized and operated with all powers of a Florida not for profit corporation under Chapter 617, Florida Statutes, and a University direct support organization established pursuant to Section 1004.28, Florida Statutes, and, among other things, is to provide leadership and assistance to Florida State University (the “University”) in its facilities and real estate development activities upon request; provide broad real estate advice, consultation and support to the University and its direct support organizations when requested; and to purchase, receive, hold, invest, reinvest, manage, lease, mortgage, develop, administer, operate, and sell the real estate assets of the Foundation, including gifts of property, and to make expenditures, or contribute or distribute all or a portion of the net proceeds from such activity, to or for the use and benefit of the University as a Type I supporting organization to the University pursuant to Section 509(a)(1)-(3) of the United States Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

SECTION 2. MISSION. To the extent consistent with the Foundation’s purposes outlined in Article III of the Articles of Incorporation, the specific mission of the Foundation is to provide expertise and strategic support for all of the University’s real estate needs. The Foundation adds value to the University through real estate opportunities and accomplishes this by working with the University to:

- Solicit and accept gifts of real estate and manage these assets to maximize their financial benefit to the University
- Identify and acquire properties with strategic value to the University
- Create strategic plans and develop properties for the benefit of the University
- Provide real estate asset management services to the University and its direct support organizations as requested by the University administration, Board of Trustees, or individual direct support organizations
- Coordinate and achieve any real estate initiative requested or implemented by the University’s administration or Board of Trustees
SECTION 3. OFFICES. The principal office of the Foundation will be located at Florida State University in Tallahassee, Leon County, Florida.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GOVERNANCE. In accordance with Article VII of the Articles of Incorporation of the Foundation, the affairs of the Foundation shall be managed by and under the direction of the Board of Directors (the “Board” or “Board of Directors”), and by various officers and committees thereof as powers may be delegated to such officers and committees by these Bylaws or by Resolution of the Directors. Members of the Board, except for the Directors Emeritus as hereinafter defined, shall be the sole voting members of the Foundation and shall be called “Directors.”

SECTION 2. COMPOSITION AND TERMS. The Board shall be comprised of a minimum of two (2) ex-officio directors, seven (7) appointed directors, and four (4) elected directors for a minimum total of thirteen (13) voting Directors, and a non-voting Director Emeritus as hereinafter defined. The voting Directors shall be determined as follows:

A. Ex-Officio Directors. The “Ex-Officio Directors” shall be: (i) the Chair of the Florida State University Board of Trustees or designee; and (ii) the President of the Florida State University (“University President”) or designee. Ex-Officio Directors will serve as long as they hold the aforementioned office or position. A designee of either the Chair of the Board of Trustees or the University President shall serve at the pleasure of either the Chair of the Board of Trustees or the University President respectively. Each Ex-Officio Director shall have one (1) vote on all matters before the Board of Directors.

B. Appointed Directors. Each of the following persons or bodies shall appoint one of the seven (7) “Appointed Directors”: (i) the University President; (ii) the Provost for the Florida State University; (iii) the Chief Financial Officer for the Florida State University; (iv) the Florida State University Research Foundation, Inc.; (v) the Seminole Boosters, Inc.; (vi) the Florida State University Foundation, Inc.; (vii) the Florida State University Alumni Association. Because the University President may designate a person to serve as Ex-Officio Director and appoint an Appointed Director, the University President shall by letter to the Foundation distinguish which delegate will serve as an Ex-Officio Director and which will serve as an Appointed Director. Appointed Directors should have experience in the real estate field. Each appointing person or body, other than the University President, shall provide a candidate’s resume or other similar documentation of qualifications to the University President, Chair of the Board, and Foundation President for vetting and confirmation that the suggested appointment has sufficient real estate experience, acumen and qualifications. Each Appointed Director shall serve at the pleasure of the appointing person or body. Each Appointed Director shall have one (1) vote on all matters before the Board of Directors.

C. Elected Directors. The Board of Directors shall elect by majority vote four (4) “Elected Directors”. The term of office for any Elected Director shall be for a period of three (3) years commencing on the July 1st immediately following the election. Elected Directors
may be re-elected for a second term of three (3) years, but may only serve two (2) consecutive terms. Provided, however, the foregoing notwithstanding, if a Director has been elected to serve as an Officer and his or her term as Director will expire before the completion of the term as Officer, then his or her term as Director shall be automatically extended to accommodate the time required for the fulfillment of his or her term as Officer. An Elected Director who has served two (2) terms consecutively may be re-elected to the Board after two years following the end of his or her last term and will have the status of a new Director. The terms of the four (4) Elected Directors shall be staggered so that at least one (1) and no more than two (2) Elected Directors are up for election or re-election each year. Notwithstanding any other provisions of these Bylaws, and in order to facilitate the staggering of terms, the term of an Elected Director who is elected prior to April 2020 may be considered for a term extension of up to two (2) years. The decision to extend the term of Elected Director elected prior to April 2020, shall be made by a majority vote of the Board of Directors. Each Elected Director shall have one (1) vote on all matters before the Board of Directors.

SECTION 3. DIRECTOR EMERITUS. The immediate past Chair of the Board of Directors shall be a member of the Board and serve as a “Director Emeritus”. If the immediate past Chair’s term as a Director has not expired, he or she shall continue to serve out the unexpired portion of that term and shall serve an additional term of one (1) year as Director Emeritus. If the immediate past Chair’s term as a Director expires contemporaneous with the expiration of his or her term as Chair, then he or she shall serve an additional term of two (2) years as Director Emeritus. A Director Emeritus shall be a non-voting member of the Board of Directors, but may participate in the discussion of any matter before the Board of Directors.

SECTION 4. QUALIFICATIONS. The Board of Directors shall have the full discretionary power to set qualifications for Directors in addition to those set out in the Articles of Incorporation.

SECTION 5. SELECTION OF ELECTED DIRECTORS. The Board of Directors shall elect new Directors to fill expiring and vacant seats held by Elected Directors. Candidates for Elected Directors will be reviewed and recommended to the Board of Directors by the Board Development Committee as described in Article VI, Section 6. The Board Development Committee will forward a list of approved candidates to the University President by March 1st of each year for his or her approval. An Elected Director seeking re-election for a second term shall submit their name to the Board Development Committee and Board as a candidate. Each candidate will be subject to confirmation by the University President prior to standing for election (or re-election as the case may be). The Board of Directors will elect Directors from the slate confirmed by the University President by a majority vote at the Annual Meeting.

SECTION 6. POWERS. As set forth in the Corporation’s Articles of Incorporation, the Board of Directors shall consist of a minimum of nine (9) voting members. At all times, at least a majority of the Board of Directors shall be resident of the United States.
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 representative of The Florida State University Research
Foundation, preferably with experience in the real estate field;

g. A minimum of three 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
the 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 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, a committee established pursuant to these Bylaws, 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 law. 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 106.33, 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.

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.
SECTION 7. DUTIES. The Board of Directors shall discharge all the duties imposed upon it by the Articles of Incorporation and these Bylaws. The Board of Directors shall approve budgets on an annual basis. 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 Board of Directors shall present the annual budgets to the University President by May 1st of each year for transmission to the University Board of Trustees for review and approval. The Board of Directors shall assist the Foundation in raising private funds and facilitating gifts of real estate, to continue their personal financial support for the University, to identify others to engage with the University, to assist in stewardship-related activities, and to advocate on behalf of the University. Further, the role of each Director is to provide real estate related advice to the University when requested, to govern the Foundation, and advocate on behalf of the University. Each Director should strive to attend each meeting of the Board, and each Director’s attendance will be reviewed by the Board Development Committee for recommendation as to whether a Director should be re-elected, nominated for Chair or Vice-Chair, or removed.

SECTION 8. REMOVAL. An Ex-Officio Director may not be removed except as stated in Article II, Section 2.A. An Appointed Director, Elected Director or Director Emeritus may be removed from the Board of Directors upon the recommendation of a two-thirds vote of the Board of Directors with the concurrence of the University President and the Chair of the University Board of Trustees, when it is determined to be in the best interest of the Foundation. The University President may remove any Appointed Director, Elected Director or Director Emeritus in his or her sole discretion at any time. A Director’s term shall automatically terminate upon death, incapacity, or resignation.

SECTION 9. RESIGNATION. A Director or Director Emeritus may resign at any time by submitting a written resignation to the Chair, Foundation President and University President.

SECTION 10. VACANCIES. 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 during a term by removal, death, incapacity, resignation or otherwise, the unexpired portion of the term shall be filled as soon as practicable, without undue delay, by a majority vote of the current Directors of the Foundation at any duly organized meeting. Vacancies that are filled with less than two (2) years of the term remaining will not be counted as a term for purposes of eligibility to serve two terms consecutively. An anticipated vacancy may be filled in advance, but the new Director shall not take office until the vacancy occurs.

A. Ex-Officio Director Vacancies. 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. If prior to their vacancy, the Chair or University President named a designee to serve as Ex-Officio Director in their place, then said designee will continue to serve as an Ex-Officio Director until a new designee is named by the newly seated Chair or University President respectively.

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.

B. Appointed Director Vacancies. In the event of a vacancy on the part of any Appointed Director, a replacement shall be appointed by the respective appointing person or body immediately.

C. Elected Director Vacancies. In the case of a vacancy created by any Elected Director, a replacement shall be elected by the Board by a majority vote of the Directors in the
same manner as described in Article II, Section 5 without waiting until the Annual Meeting, and such replacement Director shall serve out the remaining term of the original Elected Director.

ARTICLE III
OFFICERS, OFFICERS AND ELECTIONS

Section 1. Number. As set forth in the Corporation’s Articles of Incorporation, the officers of the Foundation shall include the Chair, a Vice Chair, Foundation President, Vice President, Secretary, and Treasurer. As further set forth in the Articles of Incorporation, the Board of Directors may create additional offices and prescribe the duties thereof, and elect persons to fill such offices, with the duties and responsibilities of these offices to be described herein.

Section 2. Appointment. The officers shall be elected by the Board of Directors (the “Officers”). The Chair and Vice Chair shall be elected by, and shall serve at the 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 or more two-year terms at the pleasure of the Board of Directors. The Chair and Vice Chair shall be nominated from members of the Board of Directors while the other officers will be employees of the University.

SECTION 2. ELECTION OF OFFICERS. At the Annual Meeting, the Board of Directors will elect by majority vote the Chair and Vice Chair to serve for the next fiscal year, commencing July 1, 2014. However, the Chair of the Foundation shall be selected by the Board of Directors with prior approval of subject to confirmation by the University President of The Florida State University, and shall report to the University President of The Florida State University, or of a designee reporting directly to the University President. The offices of Foundation President, Vice President, Secretary, and Treasurer shall be filled as set forth in Article IV below.

SECTION 3. TERMS OF OFFICE. Each Chair and Vice Chair shall serve for one term of two (2) years beginning on the July 1 following the Annual Meeting at which they were elected. Any person serving as Chair or Vice Chair must not serve more than one term as Chair or Vice Chair and must wait a period of one (1) year after serving before again standing for election. The terms of the Foundation President, Vice President, Secretary, and Treasurer shall be set forth in Article IV below.

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


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Chair. IV. POWERS AND DUTIES OF OFFICERS

a. SECTION 1. CHAIR. The Chair of the Foundation (who shall be a Director) shall be the presiding officer of the Foundation and shall exercise 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 or her by the Board of Directors.

b. SECTION 2. 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—until a replacement is selected in accordance with Section 10 of this Article.

c. SECTION 3. FOUNDATION PRESIDENT. The office of Foundation President will be filled by the incumbent of the Ex-Officio Director seat held by either the University President or his or her designee, and he or she will be appointed to serve as Foundation President of the Board of Directors for so long as serving in that position. The Foundation President shall supervise all of the business and affairs of the Foundation. The Foundation President, the Vice President, Secretary, Treasurer, or any other Officer of the Foundation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, all certificates, contracts, or deeds, notes, and other documents or legal instruments which the Board of Directors has authorized to be executed.

d. SECTION 4. VICE PRESIDENT & EXECUTIVE DIRECTOR. The office of Vice President will be filled by the incumbent of the position of Executive Director of the Foundation and he or she will be deemed appointed to serve as Vice President for so long as serving in the position of Executive Director. The Executive Director is selected and appointed by the Board of Directors, with the prior approval of the University President, and the Executive Director reports to the University President or a designee reporting directly to the University President. As Vice President and Executive Director, he or she shall assist the Foundation President and shall be responsible for the day-to-day management of the business and affairs of the Foundation. The Vice President, the President, Secretary, Treasurer, or, as well as carrying out the plans, purposes, and objectives of the Board. The Vice President will exercise the authority to accept gifts, collect revenues, and make expenditures, and is responsible for maintenance and management of Foundation activities and personnel, subject to oversight by and accountability to the Board of Directors, the Foundation President, and the University President or designee, and will perform other duties assigned to him or her by the Board of Directors, these Bylaws, the Foundation President, or the University President or designee. However, any other Officer of the Foundation, gift expenditure, or other action that results or is likely to result in a financial or operational obligation of the Foundation or University exceeding thresholds to be established by the Board of Directors, requires the approval of the Board of Directors. If a gift imposes financial or operational obligations exceeding the threshold, ratification of the action by the Board of Trustees or its authorized by the Board of Directors, designee is also required.
to be effective. The Vice President may sign any deeds, mortgages, bonds, all certificates, contracts, deeds, notes, and other documents or legal instruments, or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Secretary. The Secretary

- SECTION 5. SECRETARY. The office of Secretary will be filled by a senior Foundation or University accounting staff member as determined by the Foundation President, and he or she shall be deemed appointed to serve until removed, no longer employed by the Foundation or University, or a successor is appointed by the Foundation President. The Secretary, or designee, shall keep full and accurate minutes of all meetings of the Board of Directors and Executive Committees 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 attest to documents signed by the Chair, Foundation President, or Vice President 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/President or Director and, when required, to affix thereto the seal of the Foundation.

Treasurer.

- SECTION 6. TREASURER. The office of Treasurer will be filled by the incumbent of the position of Chief Financial Officer for the Florida State University Foundation, Inc., and he or she will be appointed to serve as Treasurer for so long as serving in that position. The Treasurer shall serve as the Chief Financial Officer of the Foundation and 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 be responsible for budget preparation, financial statement preparation and presentation, including quarterly expenditure plans, and oversight of internal controls, control of the Foundation’s assets, accounting policies and procedures, and other duties deemed necessary by the Board. The Treasurer will prepare an annual budget, necessary expenditure plans, and financial statements for the Foundation for approval by the Board of Directors. The Treasurer, in coordination with the Audit Committee, if active, shall cause an annual audit to be made as required by statute and regulation. The Treasurer will serve as the liaison with the Foundation’s external auditors, and the Treasurer will attend all meetings of the Audit Committee. The Treasurer will perform other duties assigned by the Board of Directors or these Bylaws.

Section 4. Bond. The
Section 5. Checks. Checks or drafts on the funds of the Foundation, if any, offices for such terms and shall be signed (electronically) by any two of the officers as Directors, subject to exercise such powers and perform such duties as shall be determined from time to time 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 6C2.025.

Section 7. Vacancies. Vacancies in any office shall be filled by appointment from 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 special meeting of the Board of Directors, at which a quorum is present. That officer shall be automatically terminated upon death, incapacity, or resignation.

SECTION 8. RESIGNATION. An Officer may resign at any time by submitting a written resignation to the Chair and the Foundation President. If the Chair or Vice Chair is resigning, he or she shall submit his or her resignation to the Foundation President and the University President. If the Foundation President is resigning, he or she shall submit his or her resignation to the Chair and the University President.

SECTION 9. REMOVAL. The Board of Directors, by affirmative vote of two-thirds (2/3) of the Directors present at a properly noticed meeting of the Board of Directors at which a quorum is present, may remove the Chair or Vice Chair whenever in the Board’s judgment the interest of the Foundation would be best served, subject to the approval of the University President. If the University President does not approve the removal, then the officer will continue to serve in the current position. The University President may remove any Officer in his or her sole discretion at any time. An Officer’s term shall automatically terminate upon death, incapacity, or resignation.

SECTION 10. VACANCIES. In the event of resignation, removal, death, incapacity, absence, inability, or refusal to act by either the Chair of Vice Chair, the Board of Directors may appoint any person to perform their respective duties, as provided in these bylaws, until the next meeting specifically called for that purpose by the Board of Directors or such time as the Board of Directors may hold an election to replace the vacant office. 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 and University President. In the event of resignation, removal, death, incapacity, absence, inability, or refusal to act by either the Foundation President, Vice President, or Treasurer, then said officer shall be replaced by the new incumbent of the respective underlying position stated in this Article, or, in the case of the Secretary, then that officer shall be replaced by a senior Foundation or University accounting staff member as determined by the Foundation President.
SECTION 11. COMPENSATION. 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.

ARTICLE 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.

V. MEETINGS OF BOARD OF DIRECTORS

SECTION 1. REGULAR & ANNUAL MEETINGS. Regular meetings of the Board of Directors shall be held at least three (3) times per year. One of these regular meetings shall be held in March or April of each year and this meeting shall be known as the “Annual Meeting.” The Board of Directors will establish a schedule of dates, times, and places for the Annual and regular meetings by resolution. At the Annual Meeting, the Board of Directors shall elect Directors and Officers as provided in these Bylaws, appoint committee assignments, approve and adopt the Foundation’s annual budget for the next fiscal year to be submitted to the University President by May 1st, and shall transact such other business as may be brought before the Board. In the event that Directors or Officers are not elected at the Annual Meeting, a special meeting of the Board may be called for that purpose.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chair, Foundation President, the University President, or upon written request of a majority of the Board of Directors.

SECTION 3. EMERGENCY MEETINGS. Emergency meetings may be called by the Chair or the University President upon as much notice as is reasonably possible but not less than twenty-four (24) hour notice whenever, in the opinion of the Chair or University President, an issue requires immediate Board action. 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. 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.

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.

SECTION 4. DATE, TIME, AND PLACE. All Annual and regular meetings of the Foundation and its Directors shall be held at the time and place set by resolution of the Board of Directors and further notice need not be given to Directors so long as the time and place of the meeting does not change from the resolution. Special Meetings and Emergency Meetings may be held at any date, time, and place designated by the Chair or University President. To the extent the date, time, and place of a meeting has not been determined and set by resolution of the Board of Directors, the notice of the time and place of meetings of the Board of Directors shall be given in accordance with Article VII of these Bylaws.

SECTION 5. REMOTE PARTICIPATION. The Chair of the Board may permit any or all Directors to participate in an Annual, regular, special or emergency meeting of the Board of Directors by, or through the use of, telephone conference call, video conference, or any other means of electronic communication provided that all Directors and all others in attendance are able to hear and speak to one another contemporaneously. Remote participants who can hear, and be heard by, all other participants, and who have access to any materials distributed to participants shall be considered “present” for purposes described in these Bylaws. The notice of any meeting conducted by electronic communication must state where and how members of the public may gain access to the meeting.

SECTION 6. QUORUM AND VOTING. 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. 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. 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.

SECTION 7. PRESIDING OFFICER. The Chair, or in his or her absence, the Vice Chair, will preside at meetings of the Board of Directors. In the absence of both of these officers from any meeting, the meeting will be run by a Director or Officer designated by the Chair. If there is no designee, then the University President, or his or her designee on the Board of Directors, after consultation with the Foundation President, may appoint any Director to preside.

SECTION 8. MINUTES. Minutes of all meetings shall be kept by the Secretary, or designee, and submitted to the Board of Directors for review and approval at a future Board meeting. After the minutes have been approved by the Board of Directors, they are to be stored within the Foundation records in accordance with the schedule set by the Florida Secretary of State.

SECTION 9. PROXIES. Proxies, general or special, will not be accepted for any purpose at any meeting of the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. STANDING COMMITTEES. The Board of Directors, by resolution adopted by a majority of Directors present at a meeting at which a quorum is present, may establish and appoint the following standing committees of the Board of Directors: a Board Development Committee; and, an Audit Committee. Each standing committee shall have three or more members who are appointed by, and serve at the pleasure of, the Chair of the Board, unless otherwise specified by these Bylaws. The Chair of the Board shall appoint all standing committee chairs. The governance, authority, and responsibilities of each of the standing committees shall be set forth in individual committee charters approved by the Board of Directors that prescribe the number of members of the committee, the qualifications for membership on the committee, the authority and responsibility of the committee, and the rules, policies and practices the committee will follow in discharging the duties delegated to it by the Board of Directors. Each standing committee shall prepare and submit to the Board of Directors, for its approval, a proposed committee charter that is consistent with these Bylaws and shall periodically review the committee charter and propose any recommended revisions to the Board of Directors. Any provision within a committee charter that conflicts with these Bylaws, the Articles of Incorporation, the Regulations promulgated by the University Board of Trustees or the Florida Statutes shall be resolved in favor of the Bylaws, Articles, Rules or Statutes. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them. The Chair of the Board, 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. SPECIAL COMMITTEES. From time to time the Chair of the Board may appoint such special or advisory committees, including (but not limited to) a Strategic Planning Committee and Bylaws Committee, as the Chair of the Board determines to be beneficial for the purpose of advising or assisting the Board. Each such committee shall serve at the pleasure of the Board of Directors.
Directors or Chair of the Board who may dissolve special committees by majority vote. The Chair of the Board shall appoint all special committee members and chairs.

SECTION 3. AUTHORITY AND COMPOSITION OF COMMITTEES. From time to time, the Board of Directors may adopt additional resolutions, policies, or committee charters governing the authority and responsibilities of any committee. All committees have the authority delegated to them by the Board of Directors as recited in these Bylaws, the approved committee charters, or resolutions of the Board of Directors. Each committee is expected to include members who possess the requisite skill, knowledge and expertise for the committee to accomplish its purpose. A majority of the members of each standing committee shall consist of members of the Board of Directors, but other individuals who are not Directors or Officers may be added to a committee for their expertise, knowledge or skill. The Vice President may not serve as a member of any committee in order to avoid the possibility of a violation of Chapter 286, Florida Statutes. The Chair of the Board, or in the Chair's absence the Vice Chair of the Board, shall serve as an ex-officio member of all committees. The Ex-Officio Directors shall also serve as ex-officio members of an Executive Committee, if the committee is active. The Chair of the Board shall appoint all committee members and chairs in accordance with these Bylaws. The Chair may remove any committee member who is not an ex-officio member, whenever in the Chair’s judgment the interests of the Foundation would be best served. The Board of Directors may dissolve any committee at any time by resolution adopted with a majority vote.

SECTION 4. CONDUCT OF COMMITTEE MEETINGS. Any committee may meet at such times as may be specified in the applicable committee charter or designated by the Chair of the Board of Directors or the chair of the committee, or upon the written request of the University President or any two (2) members of the committee. At the discretion of the committee chair, meetings of committees may be conducted by teleconference, videoconference or through other appropriate electronic communication provided that: (i) all members and all others in attendance are able to hear and speak to one another contemporaneously; (ii) the notice of any meeting conducted by electronic communication states where and how members of the public may gain access to the meeting; and (iii) such meetings comply with these Bylaws and Florida law. A committee member participating in a meeting by this means is deemed to be present in person at the meeting. The Secretary, or designee, shall notice meetings of standing, special, and ad hoc committees in the manner prescribed in Article VII of these Bylaws. 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. A majority vote shall be necessary for the adoption of any resolution or recommendation before the committee. If a committee only has three members, then the presence of two of the three members will constitute a quorum, and any action where only two members are present requires an affirmative vote of both members present. No proxies or absentee ballots will be allowed or accepted at any time. All action taken at any committee meeting shall be captured in the minutes kept by the Secretary, or designee, and thereafter approved by the committee at a future committee meeting and submitted to the Board of Directors for approval at a future meeting of the Board. After the minutes have been approved by the Board of Directors,
they are to be stored within the Foundation records in accordance with the schedule set by the Florida Secretary of State.

SECTION 5. AUDIT COMMITTEE. The Audit Committee shall review the audit plan of the Foundation, appraise and approve the effectiveness of the plan, assist the Board of Directors 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. The committee shall consist of a minimum of three (3) members, a majority of whom shall be current members of the Board. All members shall be financially literate and at least one member shall have strong professional working experience in accounting, business, finance, audit, and internal controls. No member of the Audit Committee may be a member of Foundation management. In the event the Foundation is unable to identify a qualified Audit Committee member, the Board may request the University Board of Trustees Finance, Business and Audit Committee to appoint a qualified person to the Audit Committee. Otherwise, the Chair of the committee, and all committee members, shall be appointed by the Chair of the Board. The independent auditor will report to this committee, and the committee shall be responsible for engaging or disengaging an auditor, and approving the auditor’s fees. To meet these responsibilities, the committee shall comply with the duties enumerated in the charter of the committee.

SECTION 6. BOARD DEVELOPMENT COMMITTEE. The Board Development Committee shall identify, recruit, and recommend prospective candidates to the Board for any empty Elected Director seats, Chair, Vice Chair, and successors to any vacancies. The Committee shall receive any recommendations for nominees by November 30th of each year. The Committee shall forward a list of candidates to the University President for approval by January 31st of each year. After receiving the University President’s approval, the Committee shall provide the Board of Directors a final slate of approved candidates by March 1st of each year for its consideration prior to the elections scheduled for the Annual Meeting. In the event of a vacancy, the Committee shall forward recommendations to the University President as soon as practicable. In making its recommendations, the Committee shall consider a Director’s attendance and past performance during service to the Foundation. The Committee shall be comprised of no less than three (3) and no more than seven (7) Board members. The Committee is responsible for Board development and shall be responsible for identifying future Board leadership, monitoring attendance and participation, orienting and mentoring new Elected Directors, and assuring diversity (race, gender, expertise, geography) of the Board’s composition. The Committee shall establish a plan for orientation of new Directors and continuing education for existing Directors.

ARTICLE VII. NOTICE OF MEETINGS

SECTION 1. NOTICE REQUIREMENTS. Notice of the date, time and place of regular and special meetings of the Board of Directors (and the applicable telephone number for a meeting by conference call) shall be given by the Secretary, or designee, at least seven (7) 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 by the
Secretary, or designee, at least seven (7) days before the meeting, to each committee member by personal delivery, facsimile transmission, electronic mail, or United States mail. Public notice of any meeting of the Board or any committee shall be made by posting notice in a section of the Foundation’s website maintained for the purpose of providing public notices of meetings of the Board of Directors and committees. The Foundation 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, as required by Florida law. Except as otherwise expressly required by Florida law or these Bylaws, neither the business to be transacted at, nor the purpose of, any annual, regular, special or emergency 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.

SECTION 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 Foundation’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 Foundation.

SECTION 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. 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 4. PUBLIC APPEARANCES. Opportunity for public comment at Board of Director or committee meetings may be permitted by the Chair or chair of a committee respectively. To the extent required by law or permitted by the Chair or chair of a committee, individuals or representatives of groups who desire to appear before the Board of Directors or any committee regarding an item being considered must submit their request in writing to the address or email address noted in the posted notice for the meeting, or for telephonically held meetings, by
submitting a public comment form obtained from the Secretary, specifying the agenda item about which they wish to speak at least three working days prior to the start of the meeting. The Chair or the committee chair, in consultation with the Foundation President, and complying with the law, will determine whether the comment on the item will be heard and when it will be heard, and may require a representative for a group or faction if many members request to be heard. Public comment will be limited to three minutes per person, and the aggregate time for all public comments at a meeting may not exceed fifteen minutes. To the extent permitted by law, the Chair or chair of the committee may decline to hear any matter determined by the Chair or committee chair not to relate to a particular agenda item or that is outside the jurisdiction of the Board of Directors or committee.

ARTICLE VIII. TRANSACTION OF BUSINESS

SECTION 1. FISCAL YEAR.

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.

SECTION 2. CORPORATE SEAL.

ARTICLE VI

Corporate Seal

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

SECTION 3. CHECKS AND DRAFTS. Checks or drafts on the funds of the Foundation, if any, shall be signed (electronically) by the Chair, Foundation President, or Vice President or by any officer or other person with such limitations as may be from time to time designated by resolution of the Board. Authorizations for transfers (including electronic wire transfers), disbursements and withdrawals must be authorized and approved in writing by either the Chair, Foundation President, or Vice President. An electronic mail (“email”) may be used in lieu of an actual written signature from the relevant Officer. All disbursements from Foundation funds shall be made in accordance with the approval matrix prior to issuance, and will not require further Board action up to the cap established by the Board.

SECTION 4. EXECUTION OF DOCUMENTS. The Chair, Foundation President, or Vice President are authorized to execute in the name of the Foundation, with the Secretary attesting if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board of Directors or these Bylaws and complying with all applicable Foundation and University policies, or necessary to effectuate the purposes of the Foundation.
provided that any authority involving the Foundation’s contracting, debts, financial obligations, or any regulated activities, shall be within thresholds established by the Board of Directors. The Board of Directors may designate other persons to execute certificates, contracts, deeds, notes, and other documents or legal instruments on behalf of the Foundation, but such designation must be in writing and duly approved by the Board of Directors.

SECTION 5. FISCAL AND ACCOUNTING PRACTICES.

(A) Gifts. Gifts and bequests made for a specific purpose must be rigorously administered by the Foundation to insure that such funds are used solely for the purposes prescribed by the donor, and exclusively for the exempt purposes of the Foundation set forth in the Articles of Incorporation and these Bylaws.

(B) Annual Budget and Financial Statements. By May 1\(^{st}\) of each year, the Foundation shall submit to the University President, for his or her review, approval, and submission and recommendation to Florida State University Board of Trustees, an annual operating budget for the next fiscal year that has been approved by the Foundation’s Board of Directors, which approval may be by special meeting. 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 University President, faculty, or staff of Florida State University not employed by the Foundation, to the extent that they are to be paid or provided with assets of the Foundation; and (iii) salary supplements, compensation, and benefits to be provided by the Foundation directly to employees of the Foundation. Copies of annual financial statements of the Foundation, including all statements required by Florida Statutes, shall be filed with the University President for his or her review and approval.

(C) Quarterly Expenditure Plans. The Foundation’s anticipated expenditures (capital and operating) will be submitted quarterly to the University President no later than the first day of each quarter. The quarterly expenditure plan separately delineates planned actions which would cause a commitment of University resources or which represents a significant commitment of Foundation resources, including (i) major fund raising events and campaigns and their purpose; (ii) compensation and benefits to University employees and Foundation employees; (iii) capital projects, including land acquisition, construction, renovation or repair; and (iv) other major commitments of Foundation resources.

(D) IRS Forms. The Foundation shall annually submit to the University President and University Board of Trustees its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990), and copies of said forms shall be provided by the University to the Board of Governors.

SECTION 6. CORPORATE RECORDS. The Foundation shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (a) 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 address); (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; (c) accurate accounting records; and (d) the Foundation's most recent annual report filed with Florida Secretary of State.

SECTION 7. AUDIT. The Chair of the Board in coordination with the Audit Committee shall arrange for the auditing of the books, records, and accounts of the Foundation by an independent certified public accountant at the close of every Fiscal Year in accordance with accounting principles generally accepted in the United States of America as contained in the applicable AICPA Professional Standards promulgated by the American Institute of Certified Public Accountants, Section 1004.28(5), Florida Statutes, the rules adopted by the Auditor General pursuant to Section 11.45(8), Florida Statutes, specifically including Chapter 10.700 “Audits of Certain Nonprofit Organizations”, and with the University Board of Trustees’ Regulation FSU 2.025 (the “Audit Standards”). 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. 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 Foundation’s fiscal year. The Audit Committee shall meet annually with the independent auditor out of the presence of the Foundation’s management about internal controls and the completeness and accuracy of the Foundation’s financial statements. The annual audit report and management letter shall be submitted, within 9 months after the end of the fiscal year, to the Auditor General and the Board of Governors for review. The Board of Governors, the university board of trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall have the authority to require and receive from the organization or from its independent auditor any records relative to the operation of the organization.

SECTION 8. 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 legally protected group status.

SECTION 9. CONFIDENTIALITY OF DOCUMENTS. Pursuant to Section 1004.28(5), Florida Statutes, all records of the Foundation 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 10. CONFLICT OF INTEREST POLICY. Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors shall act in good faith, with due regard to the interests of the University and the Foundation, Directors shall comport themselves in accord
with the Conflict of Interest Policy adopted by the Board as may be amended from time to time. Each Director shall annually complete and sign a disclosure form as required by said policy. The Foundation shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Foundation’s good name, business interests, and relationships with donors and the community at large.

**ARTICLE IX. RELATIONSHIP WITH THE UNIVERSITY**

SECTION 1. GENERAL. 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 1004.28, Florida Statutes.

SECTION 2. UNIVERSITY RESOURCES AND NAME. The University President shall have the 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.

SECTION 3. OPERATING BUDGETS. The Foundation’s annual budget shall be presented to the University President by May 1st of each year. The University President will then present and recommend the budget to the University Board of Trustees for approval. Thereafter, by the first day of each quarter, the Foundation will provide the University President with quarterly reports of expenditures based on a July 1 Fiscal Year for approval by the University President.

SECTION 4. RESTRICTED CONTRIBUTIONS. No contributions of funds or supplements to support intercollegiate athletics shall be received by the Foundation without approval of the University President. 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, Florida Statutes, 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.

**ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE**

**Indemnification, Insurance and Bonds**

SECTION 1. Indemnification.

SECTION 1. LIABILITY OF DIRECTORS AND OFFICERS. A Director or Officer of the Foundation shall not be personally liable for any debts, obligations, or liabilities of the Foundation to the extent provided under Section 617.0834, Florida Statutes.

SECTION 2. INDEMNIFICATION. Pursuant to Sections 607.0850 and 617.0831,
Florida Statutes, as may be amended from time to time, 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 the individual is or was a Director, Officer, or employee of the Foundation shall be indemnified, to the extent permitted by existing or future law, against expenses (including attorneys’ fees), liabilities, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding, including any appeal thereof, but only if the individual acted in good faith and in a manner 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. The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation, if prohibited by law, or if not authorized by the Board of Directors as provided in Section 4 below. Nothing in these Bylaws shall waive or derogate from application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under these Bylaws shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the condition that the indemnified person first agree in writing to provide, to the extent possible, the Foundation the settlement before entry of judgment, the indemnification will apply only upon approval of the Board as being in the best interests of the Foundation. The foregoing right of indemnification is in addition to and not exclusive of other rights to which the person (or person’s heirs, executors, or administrators) may be entitled.

**Section 2. Authorization of Indemnification.**

**SECTION 3. EXCEPTIONS AND LIMITATIONS.** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation, if prohibited by law, or if not authorized by the Board of Directors as provided in Section 4 below. Nothing in these Bylaws shall waive or derogate from application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under these Bylaws shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the condition that the indemnified person first agree in writing to provide, to the extent possible, the Foundation the benefit of the indemnified person’s right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

**SECTION 4. AUTHORIZATION OF INDEMNIFICATION.** Any indemnification hereunder shall be made by the Foundation only upon a determination that indemnification of the Director, Officer, or employee is proper in a specific case because the individual has met the standard of conduct set forth in Section 2 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.**

**SECTION 5. INSURANCE.** The Foundation shall obtain and maintain throughout its existence reasonable, commercially available director, director and officer liability insurance in the amount determined reasonable by the Board of no less than.

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\section*{Directors}, which shall provide coverage to all \textit{officers}, Board members, and employees of the Foundation.

SECTION 6. NO SELF-DEALING. Notwithstanding anything contained in this Article X to the contrary, the Foundation 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.

SECTION 7. BONDING. The Foundation shall obtain and maintain throughout its existence reasonable, commercially available general liability insurance for the Foundation and its \textit{officers}, Board members, and employees in an amount determined reasonable by the Board of Directors.

\textbf{SECTION 4. Bonding.}\n
\textit{Article XI. Amendments}\n
As provided in the \textit{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 \textit{at which a quorum is present}, subject to final approval by the \textit{President of The Florida State University} and The Florida State President who shall submit the same to the University Board of Trustees for approval prior to becoming effective. 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.

\textbf{CERTIFICATION OF ADOPTION}\n
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 the \textit{seventeenth} day of \textit{February}, 2017.
BYLAWS
(as amended March 07, 2014)

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 nine (9)
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 representative of The Florida State University Research Foundation,
preferably with experience in the real estate field;
g. A minimum of three 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 devise, 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 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, 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 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, 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 include a Chair, a Vice Chair, a Secretary, and a Treasurer. As further set forth in the Articles of Incorporation, the Board of Directors may create additional offices and prescribe the duties thereof, and elect persons to fill such offices, with the duties and responsibilities of these offices to be described herein.

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 or more two-year term(s). 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 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. President. The President shall supervise all of the business and affairs of the Foundation. The President may sign, with the Vice President, Secretary, Treasurer, or any other Officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed.

d. Vice President. The Vice President shall assist the President and shall conduct the business and affairs of the Foundation. The Vice President may sign, with the President, Secretary, Treasurer, or any other Officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

e. 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.

§ 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 appointment
from 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.

3/1/2014
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 of 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

3/11/2014
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 617.0406, Florida Statutes, as approved by the required majority of the members of the Board of Directors of the Foundation on this 11 day of March 2014.

Beth Azoz, Chair

3-11-14

Date
MEMORANDUM

TO: President John Thrasher
FROM: Kyle Clark, Vice President for Finance and Administration
DATE: June 6, 2017
SUBJECT: Request for approval of the 2017-2018 Operating Budget

As required by Florida Statute 1011.40 (2) and BOG Regulation 9.007, each university board of trustees shall adopt an operating budget for the operation of the university as prescribed by law and rules of the Board of Governors. The statute also requires that the proposed expenditures, plus transfers, and balances shall not exceed the estimated income, transfers and balances.

The following are requested of the Board of Trustees:

1. Grant approval for the President to prepare and implement the operating budget of the University as prescribed by law, rules of the Board of Governors, policies of the University Board of trustees, and provisions of the General Appropriations Act.

2. Approve the University’s 2017-2018 operating budget at $x,xxx,xxx,xxx for the July 1, 2017 to June 30, 2018 fiscal year. This includes the Florida Medical Practice Plan budget of $x,xxx,xxx.

3. Approve the University’s 2017-2018 Direct Support Organizations operating budget at $xx,xxx,xxx for the July 1, 2017 to June 30, 2018 fiscal year.

4. The total estimated expenditures are $x,xxx,xxx,xxx.

5. Grant approval for the President to make subsequent changes to the budgets (motion # 2 & 3) as needed during the fiscal year, available resources and fund balances.

6. Continue the existing and Fee Regulation at current rate for fiscal year 2017-2018 and approve amendment of current regulation to that effect.

I recommend approval of the 2017-2018 Operating Budget.

KCC/kp
FSU-2.024 Tuition and Fees.

The following tuition and fees shall be levied and collected in U.S. dollars for each student regularly enrolled, unless specifically provided otherwise, for Fall 2017-2046, Spring 2018, Summer 2018 2044, Per Credit Hour in U.S. Dollars:

[No Change in Tuition and Fees]

MEMORANDUM

TO: President John Thrasher
FROM: Kyle Clark, Vice President for Finance and Administration
DATE: June 6, 2017
SUBJECT: Request for approval of FY2018-2019 Fixed Capital Outlay Budget Request

Each year, pursuant to Sections 216.0158, 216.043 and 1013.64, Florida Statutes, 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. The updated CIP and Fixed Capital Outlay Budget Request will be submitted to the Board on August 1, 2017.

The attached document illustrates what the University requested last year, including the recommended list of PECO eligible projects, CITF projects, and those that are to be funded from non-State sources, such as debt. Pending the completion of the State’s budgeting process, this year’s submittal will be adjusted accordingly and will take into consideration any appropriations for the upcoming year. Priorities will also be examined and funding requests will likely be adjusted for inflation prior to the final submittal of the Fixed Capital Outlay Budget Request.

It is recommended therefore that the FSU Board of Trustees empower the President to make any changes, where required, to the University’s Fixed Capital Outlay Budget Request before it is submitted to the Board of Governors. The updated information will then be brought back to the Trustees for their final review and approval. Also included will be the following lists of requests that require Legislative approval:

1. Projects requiring changes in previous appropriations
2. Projects requiring approval to be constructed, acquired, or financed by a University or University DSO with approved debt authorized by the Board of Governors.
3. Projects funded from institution or other sources that require general revenue for operation.

I recommend approval of the draft FY2018-2019 Fixed Capital Outlay Budget Request.

KCC/kp
MEMORANDUM

TO: President John Thrasher
FROM: Kyle Clark, Vice President for Finance and Administration
DATE: June 6, 2017
SUBJECT: Request for approval of Audit Firm Selected to Perform Financial Statement Audit

The Board of Directors of the Florida State University Real Estate Foundation recently submitted a Request for Proposal for the purpose of engaging an independent certified public accountant to perform the annual audit of its financial statements as required under regulation FSU-2.025 Direct Support Organizations.

Having considered responses from six firms and holding presentations on three, the Florida State University Real Estate Foundation Audit Committee and Board of Directors voted to select Thomas Howell Ferguson to a five-year contract beginning with fiscal year ending June 30, 2017. This decision was based on their experience with other direct support organizations of Florida State University, their knowledge in handling complex real estate transactions, and their ability to meet established University deadlines.

Please accept this memo as our formal request for the Florida State University Board of Trustees to consider this matter and provide final approval during the upcoming board meetings scheduled on June 6-7.

I recommend approval of the Audit Firm Selected to Perform Financial Statement Audit.

KCC/kp