



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*

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## MEETING AGENDA

Thursday, June 18, 2026

1:30 – 2:30 pm

Meeting via Zoom

*The agenda will be followed in subsequent order and items may be heard earlier than the scheduled time.*

- I. Call to Order and Welcome**  
*Trustee Brian Murphy, Chair*
- II. Approval of Minutes**  
*February 24, 2026, meeting minutes*
- III. Action Items for Consideration of Recommendation to the Board of Trustees**  
*Dr. Marla Vickers, Vice President for University Advancement and President of the FSU Foundation, Inc.*
  - a) **Action Item I: Request for Approval:** Florida State University Foundation, Inc.  
Bylaw Revisions
  - b) **Action Item II: Request for Approval:** Florida State University Foundation, Inc.  
Articles of Incorporation Revisions
  - c) **Action Item III:** Florida State University Alumni Association Bylaw Revisions
- IV. Informational Items and Updates**  
*Dr. Marla Vickers, Vice President for University Advancement and President of the FSU Foundation, Inc.*
- V. Open Forum for Trustees**  
*Trustee Brian Murphy, Chair*
- VI. Adjournment**  
*Trustee Brian Murphy, Chair*



FLORIDA STATE UNIVERSITY  
BOARD OF TRUSTEES  
*Advancement Committee*

# MEETING MINUTES

February 24, 2026



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*

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## MEETING MINUTES (DRAFT)

Tuesday, February 24, 2026

4:15 – 5:15 pm

FSU Westcott Building  
Conference Room 201  
222 South Copeland St.  
Tallahassee, FL 32306

**Attended** (committee): Trustee Brian Murphy, Trustee Peter Jones, and Trustee Tim Weisheyer.

**Absent** (committee): None

**Staff** (committee): Dr. Marla Vickers

**Others in Attendance:** President Richard McCullough, First Lady Jai Vartikar, Trustee Roxanne Hughes, FSU Foundation Board Chair Christopher Iansiti, and other University administrators and staff.

### **I. Call to Order and Welcome**

*Trustee Brian Murphy, Advancement Committee Chair*

Committee Chair Brian Murphy called the meeting to order at 4:17 p.m. The roll was taken, and a quorum was present.

### **II. Approval of Minutes**

*October 30, 2025, meeting minutes*

***The draft minutes from October 30, 2025, meeting of the Advancement Committee were approved as presented.***

### **III. Informational Items and Updates**

*Dr. Marla A. Vickers, Vice President for University Advancement and President of the FSU Foundation, Inc.*

#### **Fundraising Update**

The committee received an update on the strong performance of the fundraising efforts for the current fiscal year. The FSU Foundation fundraising totals have reached \$122 million, surpassing the \$105 million goal and securing the second-highest fundraising year in the Foundation's history. When combined with fundraising across all Direct Support Organizations (DSOs) tied to philanthropic gifts, the university's total stands at \$162 million, also marking the second-best overall fundraising year in FSU history. Although the Foundation has exceeded its original goal, a revised year-end fundraising stretch goal of \$138–\$142 million has been set for completion by June 30.

Trustee Brian Murphy asked President and CEO of Seminole Boosters, Stephen Ponder, to provide additional commentary related to Seminole Boosters fundraising progress to date. Discussion ensued amongst committee members. Trustee Peter Jones asked for clarity related to gifts included in the Research Foundation fundraising totals that were presented. Dr. Vickers explained that only philanthropic dollars from private foundations are included in the Research Foundation's fundraising totals shown at the committee meeting.

Dr. Vickers acknowledged that the Annual Giving team continues to broaden engagement among parents, families, faculty and staff, and students, to strengthen FSU's culture of philanthropy. The inaugural faculty and staff donor appreciation luncheon was hosted November 18, 2026, and Trustee Roxanne Hughes spoke about the tremendous success of the event. The committee was reminded that the 15th annual FSU's Great Give will occur on March 4, featuring more than 100 projects. Committee members were encouraged to participate, and Dr. Vickers shared that Heather Mayo, Deputy Chief of Staff, will send a reminder email on the day of the event.

#### **Endowment Update**

FSU Foundation Chief Financial Officer, John Carrigan provided an endowment update. The university's endowment remains strong at \$1.2 billion as of December 31, 2025. Dr. Vickers noted that \$30 million from Dr. Herbert Wertheim's transformational gift has been added directly to the endowment—FSU's largest endowment gift to date—marking another major milestone in this year's fundraising achievements.

#### **College Naming Update**

The Committee reviewed the transformational gifts that have resulted in the naming of four FSU colleges. Under the leadership of President McCullough and Chairman Peter Collins, two of these four—Anne's College and the Herbert Wertheim College of Business—were named during the current administration.

There are 12 colleges that remain unnamed. Dr. Vickers encouraged the committee to help identify potential naming donors, with the goal of securing names for all colleges by the end of the current campaign. President McCullough noted that he is actively engaged with donors who have expressed interest in making large, transformational gifts to the university, including potential college-naming gifts. He also shared that Dr. Vickers and her team have provided

valuable benchmarking data from both public and private institutions, which is helping to determine appropriate monetary levels for naming the remaining colleges.

FSU Foundation Board of Trustees Chair Christopher Iansiti asked how the Foundation is finding principal gift level donors (donors of \$1 million or more). Dr. Vickers explained that the team has put together a portfolio for the President which consists of the Top 50 donors and President McCullough added that referrals are the best way to find principal gift level donors.

Trustee Tim Weisheyer asked what the university's strategy is related to corporate and foundation giving. President McCullough explained that this is an area of improvement because of the complexities involved with this type of philanthropic giving. He urged Trustees to open their networks to help make introductions to CEOs and CTOs to expand philanthropic giving from corporations and foundations.

### **Campaign Progress**

Dr. Vickers reported that as of mid-February, the university has raised \$630 million in total campaign dollars. This aggregated figure includes contributions to the FSU Foundation, Alumni Association, Research Foundation, Ringling Museum, and charitable gifts from Seminole Boosters donors. This total represents 31% of the \$2 billion campaign working goal, as we continue into the second year of the Leadership Gift Phase of the campaign.

Dr. Vickers reviewed and discussed the campaign goals established for colleges and units for fiscal year 2025 – fiscal year 2032. President McCullough indicated that he would like to have meetings with deans to discuss their campaign fundraising goals. FSU Foundation Board of Trustees Chair Christopher Iansiti asked how deans track their fundraising progress. Dr. Vickers explained that the team has build a “Dean’s Dashboard” and encourages the development officers of each college to review this dashboard monthly with their dean. She indicated that her leadership team meets monthly with the deans and discuss fundraising progress.

The committee received an update on the work of the *Campaign Advisory Working Group*, which continues to meet regularly. Last week, the group heard from the Director of FSU's Native American and Indigenous Studies Center, Dr. Andrew Frank, and gained a deeper understanding of the university's relationship with the Seminole Tribe of Florida. The working group also reviewed the draft Campaign FAQs and provided input on the proposed volunteer structure for the campaign.

FSU's national campaign marketing partner, SimpsonScarborough, completed their discovery sessions. These sessions included 79 focus groups and more than 600 participants. The firm will continue its work this spring as it begins developing campaign messaging tailored to each college. A small internal focus group, led by Trustee Brian Murphy, has been convened and will meet with SimpsonScarborough to provide additional feedback and insights.

Trustee Peter Jones asked how SimpsonScarborough gets paid. Dr. Vickers explained that she worked with VP Kyle Clark to negotiate a contract and the FSU Foundation pays the firm on a monthly basis until the contract matures. FSU Foundation Board of Trustees Chair Christopher Iansiti asked if videography is part of the contract. Dr. Vickers explained that videography is not part of the current scope of work for the firm.

### **Trustee Engagement Plan**

Dr. Vickers thanked trustees for participating in their Trustee Engagement Plan phone call. These discussions have already led to Trustee-hosted events and additional engagement opportunities that support and encourage philanthropy.

### **Upcoming Engagement Opportunities**

Dr. Vickers shared that there are upcoming *FSU Comes to You* engagement events in Texas and Washington, D.C. Dr. Vickers thanked Trustee Brian Murphy for his active involvement in the Nashville event that featured country music star, Tyler Reeves. She concluded that these engagement opportunities continue to serve as highly effective opportunities to connect with donors, alumni, parents, and friends in key markets.

Upcoming events include:

Dallas – April 7

Featuring: College of Social Sciences & Public Policy Dean Tim Chapin

Houston – April 9

Featuring: Native American and Indigenous Studies Center Director Dr. Andrew Frank

Washington, D.C. – June 16

Featuring: President McCullough

#### **IV. Open Forum for Trustees**

*Trustee Brian Murphy, Chair*

There was no further business to discuss.

#### **V. Adjournment**

*Trustee Brian Murphy, Chair*

***The meeting was adjourned at 5:22 p.m.***



FLORIDA STATE UNIVERSITY  
BOARD OF TRUSTEES  
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# ACTION ITEM

## I



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*

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## **ACTION ITEM I**

**June 18, 2026**

**SUBJECT: Approval of Bylaw Revisions for the FSU Foundation, Inc.**

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### **PROPOSED COMMITTEE ACTION**

Request approval of the bylaw revisions.

### **AUTHORITY FOR BOARD OF TRUSTEES ACTION**

FSU - 2.025 requires Board of Trustees approval of all DSO Bylaw amendments.

### **BACKGROUND INFORMATION**

Bylaw revisions include:

- Changing Chairman and Chair-Elect to Chair and Vice Chair (*pages 1 & 8*)
- Removed the definition of a Founding member or trustee as there are no more living founding members (*page 3*)
- Adding the definition of an Appointed Trustee (*page 3*)
- Adding terms to Appointed Trustees (*page 4*)
- Adding term definitions for ex officio trustees (*pages 4 and 5*)
- Removing the Assistant Secretary position (*page 10*)
- Removing the Assistant Treasurer position (*page 11*)
- Combining the Audit & Finance Committees (*pages 12 & 13*)
- Adding the chair of the FSU Board of Trustees Advancement Committee to the Executive Committee (*page 13*)
- Clarifying that Investment Committee members are voted on by the FSU Foundation Board, not elected (*page 16*)

The FSU Foundation Board of Trustees approved the bylaw revisions on May 15, 2026.

## **ADDITIONAL COMMITTEE CONSIDERATIONS**

Florida Board of Governors approval is not required.

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**Supporting Documentation Included:** Proposed FSU Foundation Bylaw Revisions – changes in red

**Submitted by:** FSU Foundation Board of Trustees

**BYLAWS OF  
THE FLORIDA STATE UNIVERSITY FOUNDATION, INC.**

**A Nonprofit Foundation  
ADOPTED OCTOBER 15, 1965**

Amended:

|                   |                  |                     |
|-------------------|------------------|---------------------|
| April 3, 1970     | October 25, 2003 | April 13, 2018      |
| October 15, 1977  | October 16, 2004 | June 4, 2020        |
| October 21, 1989  | October 8, 2005  | June 17, 2021       |
| February 9, 1991  | October 20, 2006 | June 22, 2022       |
| February 12, 1994 | October 21, 2011 | June 15, 2023       |
| October 7, 1995   | May 18, 2012     | May 17, 2024        |
| May 18, 1996      | May 16, 2014     | May 16, 2025        |
| November 15, 1997 | May 29, 2015     | <u>May 15, 2026</u> |
| May 19, 2001      | May 20, 2016     |                     |
| February 16, 2002 | May 19, 2017     |                     |

**TABLE OF CONTENTS**

**ARTICLE I            GOVERNANCE**

Section 1:            Definitions and Organization  
Section 2:            The Board of Trustees  
Section 3:            Meetings  
Section 4:            Quorums and Voting  
Section 5:            Attendance, Removal and Vacancies  
Section 6:            Conflicts of Interest

**ARTICLE II           OFFICERS**

Section 1:            Chair  
Section 2:            V i c e Chair-~~Elect~~  
Section 3:            Foundation President  
Section 4:            Secretary  
~~Section 5:            Assistant Secretary~~  
Section ~~6~~5:            Treasurer  
~~Section 7:            Assistant Treasurer~~  
Section ~~6~~8:            Removal and Vacancies

**ARTICLE III          COMMITTEES**

Section 1:            Establishment or Dissolution of Committees

Section 2: Conduct of Committee Meetings  
Section 3: Advancement and Donor Engagement  
Committee

Section 4: Audit and Finance Committee ~~Finance~~  
~~Committee~~

Section 5: Executive Committee

Section 6: Investment Committee

## **ARTICLE IV AMENDMENTS**

## **ARTICLE V SEAL**

## **ARTICLE VI INDEMNIFICATION**

## **ARTICLE VII FISCAL MATTERS**

Section 1: Fiscal Year  
Section 2: Contributions  
Section 3: Depositories  
Section 4: Financial Review  
Section 5: Authorized Actions

## **ARTICLE VIII OPERATIONAL MATTERS**

Section 1: Execution of Documents  
Section 2: Books and Records  
Section 3: Nonprofit Operations—Compensation and Reimbursements  
Section 4: Limitations

## **ARTICLE IX OTHER MATTERS**

Section 1: Rules of Order  
Section 2: Dissolution

## **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;
- ~~8)9) Appointed trustee: refers to board members whose board service has been appointed by the university president, university provost or university board of trustees chair and are voting members of the board;~~
- ~~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: refers to Florida State University and is used as an abbreviation.

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.

- d. The board is the chief philanthropy board of Florida State University. Each trustee supports FSU through their philanthropy and actively participates in University Advancement efforts.

## 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 be supportive of the Foundation, its board and its policies and procedures. Each regular trustee must contribute financial support to the university as outlined in the FSU Foundation Board of Trustees: Trustee Expectations document.
- b. The board shall include not less than eighteen (18) regular trustees, but no more than 25 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 three (3) appointed, voting trustees:
  - 1. a presidential appointee to serve a term of three (3) years, with eligibility to serve a second term as determined by the appointee;
  - ~~1-2. the Chair of the FSU Board of Trustees or appointee shall serve a term of three (3) years, with eligibility to serve a second term as determined by the Chair; and~~
  - 2. 3. a dean appointed by the university provost to serve a two-year term, concurrent with the Foundation's officer and chair cycle.
- e. The board shall also include the following ~~four~~seven (47) ex officio, voting trustees, whose term is equivalent to the term of their position which allows for their service:

1. the university president or designee;

~~2.1. a presidential appointee;~~

~~3.1. the chair of the FSU Board of Trustees or appointee;~~

~~4.2.~~ the chair of the FSU Board of Trustees Advancement Committee;

~~3.~~ the president of the university Faculty Senate;

~~4a dean appointed by the university provost to serve a two-year term, concurrent with the Foundation's officer and chair cycle; and~~

5. the chair of the FSU Student Foundation.

f. The board shall also include the following four (4) ex officio, non-voting trustees, whose term is equivalent to the term of their position which allows for their service:

1. the chair of the FSU Alumni Association National Board of Directors or designee;

2. the chair of the Seminole Boosters, Inc. Board of Directors or designee;

3. the chair of The John and Mable Ringling Museum Board of ~~Trustees~~ Directors or designee; and

4. the president of the FSU Student Government Association.

fg. 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.

g. Upon appointment, each committee chair shall serve a two-year term.

h. 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.

i. In no event may a regular or appointed trustee serve for more than twelve (12) consecutive years.

j. Following a hiatus of at least one (1) year from membership on the board, former trustees become eligible for election under the same terms and conditions described for initial board membership.

k. Following a hiatus of at least one (1) year from membership on the board of a FSU advancement direct support organization, individuals become eligible for election to the board.

1. All regular trustees shall be elected by a majority vote of the voting trustees after recommendation by the Executive Committee and with the consultation and approval of the university president. New trustee nominations and trustee term renewals ~~Elected and re-elected trustees~~ are approved by the FSU Board of Trustees as required by law and regulation.

### **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 Executive Committee.
- c. If a trustee fails to attend at least fifty (50) percent of the scheduled board meetings and/or does not adhere to the Trustee Expectations document during the trustee's term in office, the Executive Committee shall determine whether the trustee should be nominated to serve an additional term.
- d. 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 by the Executive Committee.
- e. 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. The election of any such successors is approved by the FSU Board of Trustees.

The board chair will discuss the Executive Committee's recommendation with the Foundation president and relevant staff.

## **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. An appropriate conflict of interest and ethics statement shall be read to the board at the beginning of each meeting.

## **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 FSU Board of Trustees;
- e. appoint chairs and vice chairs of committees in consultation with the president of the Foundation, 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 for the term.

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: Vice Chair-~~Eleet~~**

The vice chair-~~eleet~~ shall be elected by a majority vote of the voting trustees during the annual meeting. The vice chair-~~eleet~~ will serve a term of office of two (2) years beginning on July 1 in the year of his or her election. The vice chair-~~eleet~~ 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;
- c. execute the policies and directives of the board;
- d. carry out any business of the Foundation to include the exercise of authority prescribed by the board, these bylaws and applicable law;
- e. be faithful in the performance of his or her duties as the board may require;

- f. present a written report of the conduct of the office ~~annually at each annual meeting of the board~~; and
- g. delegate to relevant staff any duties or responsibilities, as appropriate, relating to the conduct of the board, its meetings or the business of the Foundation.

#### Section 4: 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 may be an employee of the Foundation or other non-member of the board. The Secretary 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;
- a.e. keep the seal of the Foundation and affix the seal to such official documents, records and papers as may be required.
- ~~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;~~
- f. 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; and
- ~~e.d. 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~~

~~f. 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 5: 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. keep the seal of the Foundation and affix the seal to such official documents, records and papers as may be required;~~

### ~~Section 56: 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, may be an employee of the Foundation or other non-member of the board. The treasurer 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 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 7: 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 86: Removal and Vacancies**

In the event of absence, inability or refusal to act by any of the officers of the Foundation, the university president, the board, or Executive Committee, may appoint any existing trustees 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 in consultation with the president of the Foundation.

### **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: Advancement and Donor Engagement Committee**

The committee shall be responsible for making recommendations to the Foundation for raising philanthropic support for the university and will serve as a resource to the Foundation in its efforts to acknowledge, recognize and be accountable to donors. The committee shall also ensure the completion of annual Trustee Engagement plans with each elected trustee. To meet this responsibility, the committee shall:

- a. provide advice to the board and the Division of University Advancement leadership in regard to donor relations, fundraising policies, strategies and in the pursuit of philanthropic support emanating from alumni, faculty, students, parents, friends, foundations, corporations and organizations;
- b. stimulate vigorous and aggressive efforts to attract and champion private support to the university;
- c. provide guidance and staff support related to the annual Trustee Engagement plan, ensuring the progress of each plan and evaluating outcomes.

### **Section 4: Audit and Finance Committee**

The Committee shall be composed of no less than three (3) 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 auditors. The independent auditor will report to this committee and the committee shall be responsible for approving the auditor's fees and engaging or disengaging an auditor with final approval by the FSU Board of Trustees. The committee shall also assist the board in assuring that the budgetary and financial practices of the Foundation are sound and prudent. 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 and 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;
- 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;
- g. review the annual operating budget and present its recommendations to the board;
- h. approve submission of the Foundation's annual budget to the university president or designee by the Spring Foundation Board Meeting
- i. work closely with other committees where advice is necessary for budget considerations;
- j. review the effectiveness of the Foundation's management of financial functions and present recommendations to the board; and
- k. review all financial statements.

## **Section 5: 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; immediate past chair; Foundation president; treasurer; secretary; the university president or designee; the chair of the FSU Board of Trustees or appointee; the president of the University Faculty Senate; the chair of the FSU Board of Trustees Advancement Committee, 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.

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 recognize trustees with awards or other such recognition the Foundation deems appropriate.

- e. The committee will support trustee recruiting and receive recommendations for trustees to the board year-round and make recommendations for new trustees to the board at the annual meeting;
- f. Review the attendance of and performance of trustees, including those considered for re-election, and make recommendations regarding a trustee's re-election or removal;
- g. Maintain a list of candidates for election as trustees and cultivate their interest in the Foundation;
- h. Oversee the orientation and development of new trustees;
- i. Review and finalize a slate of officers in even-numbered years. Advance the slate to the full board at the annual meeting as a recommendation of the committee; and
- j. Oversee and evaluate engagement programs and opportunities for trustees.
- k. Report all activities and votes to the full Board at the next regular meeting.

#### **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. To meet these responsibilities, the committee shall:~~

- ~~a. review the annual operating budget and present its recommendations to the board;~~
- ~~b. a. approve submission of the Foundation's annual budget to the university president or designee by the Spring Foundation Board Meeting~~
- ~~c. a. work closely with other committees where advice is necessary for budget considerations;~~

~~d. a. review the effectiveness of the Foundation's management of financial functions and present recommendations to the board; and~~

~~e. a. review all financial statements.~~

## **Section 5: Audit Committee**

The Audit Committee shall be composed of no less than three (3) 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 auditors. The independent auditor will report to this committee and the committee shall be responsible for approving the auditor's fees and engaging or disengaging an auditor with final approval by the FSU Board of Trustees. 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 and 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;~~
- ~~e. review the Foundation's tax returns for accuracy, prior to them becoming available to the full board for review; and~~
- ~~adhere to all provisions in University Regulation FSU-2-025, Direct Support Organizations, and in the Foundation's Audit Committee Charter.~~  
~~review the annual operating budget and present its recommendations to the board;~~
- ~~approve submission of the Foundation's annual budget to the university president or designee by the Spring Foundation Board Meeting~~
- ~~work closely with other committees where advice is necessary for budget considerations;~~
- ~~review the effectiveness of the Foundation's management of financial functions and present recommendations to the board; and~~

~~review all financial statements.~~

## Section 6: Investment Committee

The Investment Committee shall be composed of not less than three (3) and not more than ten (10) persons who have professional experience in the investments management field, all voting members, including one member appointed by the Seminole Boosters, Inc. Board of Directors' Investment Committee. 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.

A candidate seeking to serve as a voting member of the Investment Committee who is not a Foundation trustee or the Seminole Boosters, Inc. appointee must be:

- a. nominated by the Investment Committee chair;
- b. approved the University President, Foundation board chair and Foundation president; and
- c. ~~elected~~ voted on at the annual meeting of the Foundation trustees.

If so nominated, approved and elected, such member of the Investment Committee may serve an unlimited number of two (2) year terms provided that in even-numbered years as the election of new officers and committee chairs, the Investment Committee Chair in conjunction with the Board Chair and Foundation President, conducts a review of such Investment Committee members to ensure all members are actively participating in accordance with the mission of the board and the Committee and such members are willing to continue to serve in this capacity. Removal of such members will be in accordance with Section 5:- Attendance, Removal and Vacancies. If such member is appointed as Investment Committee chair, they shall serve as a voting member of the Executive Committee. Such Investment Committee member is not considered an elected regular-Foundation trustee during the terms of service prescribed by this section. ~~Such members shall not constitute a majority of the voting members of the Investment Committee.~~

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.

## **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 FSU 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: chair, Foundation president, treasurer and assistant secretary. 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 ~~assistant~~ secretary. Any one of the following may authorize the Foundation chief financial officer to open accounts with financial institutions to accept estate distributions: Finance Committee chair, Foundation president or ~~assistant~~ secretary.

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, ~~assistant~~ secretary, 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, ~~assistant~~ secretary, 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, ~~assistant~~-secretary or chief financial officer. In addition, the Foundation president, ~~assistant~~-secretary 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 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 as set forth in these bylaws or unless an unauthorized act was later ratified by the board.

## **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 FSU Board of Trustees.

## **ARTICLE IX—OTHER MATTERS**

### **Section 1: Rules of Order**

In the event of a parliamentary dispute, Robert’s Rules of Order, Newly Revised, shall be the authority for all matters of procedures not specifically covered by the bylaws or by special rules of procedure adopted by the Foundation. When determining the order of a business for a meeting, the board chair, committee chair and staff liaison have the authority to deviate from the standard order of business outlined in Robert’s Rules of Order, Newly Revised.

### **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.



FLORIDA STATE UNIVERSITY  
BOARD OF TRUSTEES  
*Advancement Committee*

# ACTION ITEM

## II



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*

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## ACTION ITEM II

June 18, 2026

**SUBJECT: Approval of Articles of Incorporations Revisions for the FSU Foundation, Inc.**

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### **PROPOSED COMMITTEE ACTION**

Request approval of the Articles of Incorporation revisions.

### **AUTHORITY FOR BOARD OF TRUSTEES ACTION**

FSU - 2.025 requires Board of Trustees approval of all DSO Articles of Incorporation amendments.

### **BACKGROUND INFORMATION**

Notable revisions to the Articles of Incorporation include:

- Changing Chairman and Chairman-Elect to Chair and Vice Chair
- Removing the Assistant Secretary position
- Removing the Assistant Treasurer position
- Removing Chief Executive Officer position
- Removing Assistant Vice President of Advancement, Strategic Initiatives position

The FSU Foundation Board of Trustees approved the Articles of Incorporation revisions on May 15, 2026.

### **ADDITIONAL COMMITTEE CONSIDERATIONS**

Florida Board of Governors approval is not required.

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**Supporting Documentation Included:** Proposed FSU Foundation Articles of Incorporation Revisions – changes in red

**Submitted by:** FSU Foundation Board of Trustees

FIFTH RESTATED ARTICLES OF INCORPORATION OF  
THE FLORIDA STATE UNIVERSITY FOUNDATION, INC.

The following amended and restated Articles of Incorporation of The Florida State University Foundation, Inc., a Florida not for profit corporation shall supersede all other articles when approved by the Secretary of the State of Florida, in accordance with Chapter 617, Florida Statutes.

ARTICLE I  
NAME AND LOCATION

The name of the corporation shall be The Florida State University Foundation, Inc. The principal office shall be located in Tallahassee, Leon County, Florida.

ARTICLE II  
PURPOSES

The general nature of the purposes of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to The Florida State University and persons, associations and corporations associated therewith; to promote education and any proper activity of The Florida State University; to encourage research and learning and the dissemination of information, relating thereto; to support the public education in the several pursuits and professions of life at 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.

ARTICLE III  
POWERS

Except as otherwise stated in these Articles, the corporation shall have all powers authorized by Florida law for a not for profit corporation.

The corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States

internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV  
CAPITAL STOCK

The Foundation shall have no capital stock, and no Trustee, officer or employee shall have any right or title to any asset of the Foundation.

ARTICLE V  
TRUSTEES AND OFFICERS

Section 1. The affairs of the Foundation shall be managed by the Board of Trustees or by its Executive Committee as authorized by the Bylaws.

Section 2. The Board of Trustees shall consist of not less than eighteen real persons who shall be elected by the Board of Trustees.

Other Trustees may be elected or appointed as prescribed in the Bylaws.

Section 3. The President of The Florida State University shall be at all times a member of the Board of Trustees, with other ex-officio trustees as may be designated by the Bylaws.

Section 4. The Foundation shall have the following officers who shall be elected by the Board of Trustees. The Chairman, Vice Chairman-Elect, Secretary and Treasurer must be elected from membership of the Board of Trustees.

1. Chairman
2. ~~Chairman-Elect~~ Vice Chair
3. Secretary
4. ~~Assistant Secretary~~
5. 4. Treasurer
6. ~~Assistant Treasurer~~

The Foundation President ~~and Chief Executive Officer~~ shall serve as an officer of the Board of Trustees. ~~The Assistant Vice President of Advancement, Strategic Initiatives, appointed by the Foundation President, shall serve as an officer of the Board of Trustees.~~ The Board of Trustees 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 VI  
BYLAWS

The Bylaws of this Foundation shall be made, altered, or rescinded by the Board of Trustees. The Bylaws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Trustees shall be required to effect any alteration, change or amendment.

ARTICLE VII  
INDEBTEDNESS

The highest amount of indebtedness or liability to which the Foundation may at any time subject itself shall be at no time in excess of the total assets held by the Foundation.

ARTICLE VIII  
AUTHORITY TO BIND THE FOUNDATION

The Chairman, President and other officers of the Foundation shall be empowered to act for the Foundation upon the authorization of the Board of Trustees as stated in the Bylaws.

ARTICLE IX  
TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE X  
DISSOLUTION

Upon the dissolution of the Foundation, all its assets remaining after payment of all costs, expenses of such dissolution and the discharge of all liabilities shall be distributed in conformance with FSU regulation FSU-2.025(7) Direct Support Organizations. Upon the dissolution of the Foundation, none of these assets will be distributed to any trustee or officer of the Foundation.

ARTICLE XI  
AMENDMENT

The Articles of Incorporation may be amended by a majority vote of the Board of Trustees. 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.

CERTIFICATE

These amended and restated Articles of Incorporation were adopted pursuant to Sections 617.1002 and 617.1007, 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 Trustees adopted, authorized and consented to the filing of these amended and restated Articles of Incorporation on ~~November 21, 2024~~ May 15, 2026.

**THE FLORIDA STATE UNIVERSITY  
FOUNDATION, INC.**

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Marla Vickers  
President



FLORIDA STATE UNIVERSITY  
BOARD OF TRUSTEES  
*Advancement Committee*

# ACTION ITEM

## III



# FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

*Advancement Committee*

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## ACTION ITEM III

June 18, 2026

**SUBJECT: Approval of Bylaw Revisions for the FSU Alumni Association**

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### **PROPOSED COMMITTEE ACTION**

Request approval of the bylaw revisions.

### **AUTHORITY FOR BOARD OF TRUSTEES ACTION**

FSU - 2.025 requires Board of Trustees approval of all DSO Bylaw amendments.

### **BACKGROUND INFORMATION**

Bylaw Revisions include:

- Removing Seminole Clubs and Chapters (*page 2*)
- Clarifying voting and non-voting Ex-Officio Directors (*pages 3 & 4*)

The FSU Alumni Association Board of Directors approved the bylaw revisions on May 15, 2026.

### **ADDITIONAL COMMITTEE CONSIDERATIONS**

Florida Board of Governors approval is not required.

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**Supporting Documentation Included:** Proposed FSU Alumni Association Bylaw Revisions – changes in red

**Submitted by:** FSU Alumni Association Board of Directors



**WORKING DRAFT – PROPOSED AMENDMENTS ONLY**

## **Bylaws of the Florida State University Alumni Association**

as amended: June 20, 2024

### **ARTICLE I - GENERAL**

#### **SECTION A. NAME**

The name of this association (the “Association”) is the Florida State University Alumni Association.

#### **SECTION B. LOCATION**

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

#### **SECTION C. PURPOSE AND OBJECTIVES**

The Association 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, 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 Alumni and Constituents (all as defined in Article II) by connecting and engaging Alumni, Constituents and the University.

#### **SECTION D. 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 E. FISCAL YEAR**

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

#### **SECTION F. EXISTENCE**

The Association shall have a perpetual existence.

## ARTICLE II - MEMBERSHIP

### SECTION A. ASSOCIATION MEMBERSHIP CLASSES

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.

### SECTION B. 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.

## ~~ARTICLE III - SEMINOLE CLUBS AND CHAPTERS~~

### ~~SECTION A. PURPOSE~~

~~This Association, with the support, funding and authorization of the University, shall establish, promote and serve local clubs (collectively, "Seminole Clubs" or "Clubs") and chapters (collectively, "Seminole Chapters" or "Chapters") and similar groups composed of Members and Constituents. The purpose of these Clubs and Chapters is to further the purposes of the University by supporting academic, athletic and other programs.—~~

## ARTICLE ~~III~~ IV - MEETINGS OF THE ASSOCIATION

### SECTION A. MEETINGS

The Board shall hold at least three meetings yearly, including the Annual Meeting.

1. The time and place of meetings of the Board shall be announced by written notice at least thirty (30) calendar days in advance of the meeting;
2. Public notice of any meeting of the Board or any committee shall be made by posting notice in a section of the Association's website maintained for the purpose of providing public notices of meetings of the Board and committees;
3. Minutes of all meetings shall be taken by the Secretary or Secretary's designee and submitted to the Board for review and approval at a future board meeting.

### SECTION B. SPECIAL MEETINGS

Special Meetings of the Association shall be held as determined by the Chair in consultation with the President and CEO. A Special Meeting of the Board may be held at any time upon reasonable notice no less than three (3) calendar days in advance called by the Chair or President and CEO.

## ARTICLE ~~IV~~ V - DIRECTORS

## SECTION A. DEFINITIONS

Continuing/~~Ex-Officio~~ Director (Voting): A voting Director who serves as a result of their position ~~as approved by the President and CEO, Chair and Executive Committee;~~

Ex-Officio Director (Non-Voting): A non-voting Director serving as a result of their position as follows: designated by each of the following organizations:

- (i) Chair of the Foundation Board of Trustees;
- (ii) Chair of the Seminole Boosters, Inc.;
- (iii) Student Body President;

Regular Director: A voting Director elected through an application, interview, and voting process;

Invited Guests: From time to time at the invitation of the President and CEO and Board Chair, Guest Speakers will be invited to board meetings for presentations. Guest Speakers will be present to speak on matters to advance the University and inform/educate Board Members.

General guests are welcome to attend Full Board Meetings and observe. This includes, but is not limited to, former Board Members and former Board Chairs.

## SECTION B. 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 determines by resolution.

## SECTION C. 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 D. ELIGIBILITY

Only Alumni who have made an academic gift to the University within the previous fiscal year shall be eligible to serve on the Board.

## SECTION E. NUMBER OF DIRECTORS

The number of Continuing and Regular Directors serving on the Board shall not exceed forty (40) voting members.

1. The Board shall include seven (7) voting continuing directors who serve ex officio by virtue of their positions (collectively, the "Continuing Directors"):
  - (i) the President and CEO of the Association;
  - (ii) the President of the University (or his or her designee); this position shall also serve on the executive committee;
  - (iii) the President of the FSU Emeriti Board;
  - (iv) the President of the FSU Black Alumni Board;
  - (v) the President of the Student Alumni Association;
  - (vi) the Chair of the FSU Board of Trustees appointed representative; this position shall also serve on the executive committee; (or his or her designee);

- (vii) a designated representative of the Seminole Tribe of Florida.
2. Other members shall be appointed by the Board (all directors other than the Continuing Directors collectively referred to as the “Regular Directors”), with  
at least eight (8) Regular Directors residing outside the State of Florida as of the commencement of their service as a Director.

#### SECTION F. TERMS OF DIRECTORS

A Regular Director shall be elected to a three-year term. Regular Directors may be invited for one additional three-year term by the Board Chair in consultation with the President and CEO and the Vice Chair. Terms shall be staggered such that up to one-third of all Regular Directors stand for re-election or re-appointment every year. Continuing Directors shall be appointed to a term which is equivalent to the term of their position which allows for their appointment. 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 invited for one additional three-year term by the Board Chair in consultation with the President and CEO and the Vice Chair. If a Regular Director is an officer, that director may be invited for such additional time needed to fulfill the requirements of that office. Following a hiatus of three (3) years from membership on the board, former Directors become eligible for election under the same terms and conditions described for initial board membership. If a Director is deployed into active duty of the United States military and is unable to continue serving a specific term of office, such Director’s remaining tenure on the board shall be extended for the amount of time of the deployment, but shall not exceed three years.

#### SECTION G. COMMITTEES

The Board shall establish an executive committee, a board development committee and an audit and finance committee and approve a committee charter for each. In consultation with the President and CEO, the Board may designate one or more other committees, each committee to consist of one or more of the Directors of the Association. The charter for such additional committees must be approved by the executive committee. Any committee, to the extent allowed by law and provided in the committee charter approved by the Board establishing such committee, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Association. Each committee shall keep regular minutes and report to the Board when required. A majority of any committee may determine its action and fix the time and place of its meetings. Notice of such meetings shall be given to each member of the committee in the manner provided for in these bylaws. The Board Chair shall have power at any time to fill vacancies in, or to change the membership of any such committee. Any committee designated by the Board may be dissolved by a majority vote of the Board.

#### SECTION H. VACANCIES AND REMOVAL

Vacancies may arise in the event of resignation, removal, death, incapacity, absence, inability, or refusal to act by a Director. Any Director may resign from the Board at any time upon delivering written notice to the Chair. If any vacancy occurs among Regular Directors of the Board, the Chair in consultation with the President and CEO may nominate a replacement Director to be approved by a vote of the Board. A replacement Director so approved shall assume the vacant position. Once assuming their position, the replacement director will begin their own, full, three-year term. As with any new director, they will be eligible to serve two full terms and the replacement term is the first of those.

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

#### SECTION I. 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.

## **ARTICLE V - 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, provide financial support in the form of a donation to the University in an amount determined by the board each year, remain engaged with the Association and its Members and advance the purposes and objectives of the Association outlined in Article I, Section C; (b) Directors are expected to comply fully and completely with the Conflict of Interest provisions contained in Article VI, Section C; and (c) Directors shall not commit any actions that cause or are reasonably calculated to cause the Association or the University to suffer any adverse or negative consequences.

2. Chair – Serves as the Chair of the Board; in consultation with the President and CEO setting the agenda for and presiding at all meetings of the Board and the Members; serves as the Parliamentarian at meetings of the Board, the Association and its Members when the Secretary is not present; appoints the standing committees, appoints special committees; serves as a member of all committees; serves as a voting member of the executive committee and the full board; serves as a voting member where a quorum is needed on all other 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. The Chair shall serve a term of two years.
3. Vice Chair – Takes on the responsibilities of the Chair in the event of the Chair’s death, disability, resignation or absence; serves as a voting member of the executive committee and the full board; serves as a voting member where a quorum is needed on all other committees. The Vice Chair will automatically serve as Chair in the Fiscal Year commencing upon the expiration of the then Chair’s term. Directors are eligible to run for this office during their first five (5) years of service. Directors are ineligible to run for this office during their 6th year of service and beyond.
4. Secretary – Serves as the secretary to the Board and as Parliamentarian at all meetings of the Board, the Association and its Members; prepares the official minutes of all meetings of the Board and the Members, signs and attests to instruments and documents as required. Directors are ineligible to run for this office during their last year of service.
5. Treasurer – Serves as the treasurer of the Board; assists in the direction of the development and maintenance of the financial accounts and records. Directors are ineligible to run for this office during their last year of service.
6. Immediate Past Chair – Serves on the Executive Committee for one year.
7. President and CEO – Serves as the chief executive officer of the Association and exercises the powers generally associated with the Office of the President and CEO. The President and CEO is not empowered to authorize or consummate any individual transactions or expenditures in excess of Twenty-Five Thousand and No/100 Dollars (\$25,000.00) annually without the express written consent and approval of the Board except when included in the Association’s approved budget.

#### SECTION B. NO DISCRIMINATION

The Association will follow and enforce the non-discrimination policies established and modified by Florida State University from time to time.

#### SECTION C. CONFLICT OF INTEREST

1. Directors stand in a fiduciary relationship with the University and the Association. Therefore, Directors shall act in good faith, with due regard to the best interests of the University and Association. The Association shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Association’s good name, business interests, and relationships with the donors and the community at large;
2. A Director is considered to have a conflict of interest if:
  - (i) 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

- (ii) 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.
3. 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;

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

## **ARTICLE ~~VI~~ ~~VII~~ - 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.

### **SECTION B. BUDGETS & AUDITS**

The Board approves the budget and reviews and approves the annual audit.

## **ARTICLE ~~VII~~ ~~VIII~~ - 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. All corporate records, budgets, financial accounts and records, minutes, instruments, documents, other records and reports 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.

## **ARTICLE ~~VIII~~ ~~IX~~ - AMENDMENTS TO BYLAWS**

### **SECTION A. BY BOARD**

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. PROPOSALS BY DIRECTORS**

1. Any voting director who wishes to propose an amendment or revision to the Bylaws shall submit the proposal to the Chair with a copy to the Secretary at least thirty (30) calendar days prior to the date of the regular annual meeting of the Board.

2. The Chair and/or Secretary 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 annual meeting of the Board and shall place the proposal on the agenda for the regular annual meeting.

#### SECTION C. APPROVAL OF BOARD OF TRUSTEES

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 D. PUBLICATION

A copy of the Articles of Incorporation and these Bylaws, and any amendments or revisions thereto, shall be available for review.

### ARTICLE ~~IX~~ – OTHER MATTERS

#### SECTION A. LIMITATIONS

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.

#### SECTION B. RULES OF ORDER

All meetings shall be conducted according to the provisions contained in the latest edition of Robert's Rules of Order, Newly Revised, which shall also be the authority for all matters of procedures not specifically covered by these Bylaws or by special rules of procedure adopted by the Association. Where the language of these Bylaws comes in conflict with Robert's Rules of Order, Newly Revised, the language of these Bylaws shall control. When determining the order of business for a meeting, the Board Chair, committee chair or staff liaison has the authority to deviate from the standard order of business outlined in Robert's Rules of Order, Newly Revised.

### ARTICLE ~~X~~ – LIABILITY

#### SECTION A. 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;

#### SECTION B. 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 law, 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.

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Provisions Relating to Transition

ARCHIVED June 22, 2022

The office of Chair-Elect: The aforementioned office will cease to exist June 30, 2022 and all references to it shall be null and void. Effective July 1, 2021 the position of Vice Chair will replace the office of Chair-Elect. The next election for the office of Vice Chair will occur in the spring of 2022.