



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Advancement Committee



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Advancement Committee

MEETING AGENDA

Thursday, June 20, 2024

1:30 – 2:30 p.m.

Zoom Meeting

Please note that this schedule may change upon adjournment of previous meetings, and at the Chair's privilege. 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 John Thiel, Chair
- II. Approval of Minutes**
January 31, 2024, Meeting Minutes
- III. Action Items for Consideration of Recommendation to the Board of Trustees**
Dr. Marla Vickers, Vice President for University Advancement & President of the FSU Foundation, Inc.
 - a. Action Item I: Request for Approval:** College Naming Opportunity
 - b. Action Item II: Request for Approval:** Nominations to the Board of Directors of the Seminole Boosters, Inc.
 - c. Action Item III: Request for Approval:** Nominations to the Board of Directors of the FSU Alumni Association, Inc.
 - d. Action Item IV: Request for Approval:** Nominations to the Board of Directors of the Ringling Foundation, Inc.
 - e. Action Item V: Request for Approval:** Nomination to the Board of Trustees of the FSU Foundation, Inc.
 - f. Action Item VI: Request for Approval:** FSU Foundation, Inc. Bylaw Changes
 - g. Action Item VII: Request for Approval:** FSU Alumni Association, Inc. Bylaw Changes

IV. Informational Items and Updates

Dr. Marla Vickers, Vice President for University Advancement & President of the FSU Foundation, Inc.

- a. FY24 Fundraising Progress
- b. Staffing Updates
- c. Campaign Updates
- d. National Presence Building
- e. FY25 Goal Setting & Operating Plans

V. Open Forum for Board of Trustees

Trustee John Thiel, Chair

VI. Adjournment

Trustee John Thiel, Chair



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Advancement Committee

MEETING MINUTES

January 31, 2024



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Advancement Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Advancement Committee
Wednesday, January 31, 2024
12:30pm – 1:15pm

Augustus B. Turnbull Conference Center, Room 208
555 W Pensacola St, Tallahassee, FL 32306

Committee Members in Attendance: Trustee John Thiel, Chair (zoom); Board Chair Peter Collins, Trustee Bridgett Birmingham, Trustee Jack Hitchcock, Trustee Kathryn Ballard.

Committee Staff: Marla Vickers, Vice President for University Advancement and President of the FSU Foundation, Inc.

Also in attendance: Trustee Maximo Alvarez (zoom), Board Vice-Chair Bob Sasser, Trustee Jim Henderson, Trustee Vivian de las Cuevas-Diaz, Trustee Justin Roth, Trustee Sargeant, President McCullough, Stephen Ponder, Sarishni Patel, Caroline Poole, Susan Glenn, John Carrigan, Julie Decker, Kelly Razzano, and other university staff.

I. Welcome and Introductions

Committee Chair John Thiel called the meeting to order at 12:32 p.m. The roll was taken, and a quorum was present.

II. Approval of Minutes

The November 10, 2023, University Advancement Committee meeting minutes were approved as presented.

III. University Advancement Update

VP Marla Vickers gave an update on the following items:

- Fundraising Totals Fiscal Year to Date:
 - FSU Foundation - \$32,017,290
 - Alumni Association - \$134,188
 - Seminole Boosters - \$33,896,504
 - Research Foundation - \$2,249,301

- Ringing Museum - \$1,822,924
 - TOTAL - \$70,120,207
- We have shifted to donor-centric fundraising model and are engaging in a more expansive approach to solicitations.
- AVP, Susan Glenn gave an update regarding meeting with each individual fundraiser to conduct a mid-point check on their fundraising goals. She is doing a deep dive into each fundraiser's pipeline and having constructive conversations with each fundraiser to continue to move gifts forward.
- CFO, John Carrigan discussed the endowment and where we are at as of December 31, 2023.
 - FSU Foundation - \$709M
 - FSU Research Foundation - \$140M
 - Seminole Boosters - \$81M
 - Ringling Foundation - \$2M
 - TOTAL - \$932M
- The Naming Policy and Gift Acceptance & Counting Policy working groups have completed their work in reviewing these policies. The rewriting process has concluded, the working groups will review the final draft, that draft will be presented to the President and Provost, and then to the board for final approval.
- Division of University Advancement staffing update:
 - New Hires for FY24 – 23
 - 3 of which were internal hires
 - Departures for FY 24 – 16
 - 3 of which were internal departures
 - Promotions for FY24 – 1
 - 1-2 more soon
- The FSU Alumni Association is working to build a national presence in advance of the comprehensive campaign. They have hired 7 colleges/school alumni engagement officers and have Countdown to Graduation events starting January 24. VP Vickers met with donors while in California and partnered with the FSU Alumni Association for donor engagement events in Los Angeles, San Diego, San Francisco, and Seattle. Looking forward to more events in the Summer in Washington, D.C., and New York City.
- The FSU Foundation and other colleagues/partners within the University are working on the CRM Conversion. We are in the pre-implementation stage and this project will take approximately 2 years to complete. This conversion is a necessity for the comprehensive campaign and will allow our colleagues across the University to work under one system/platform for alumni and donor data.
- Campaign Timeline updates:
 - We will move into the Leadership/Silent phase and start the Leadership Briefings at the end of March and those will continue through the end of May. The Leadership Giving “Silent” Phase will start July 1, 2024, and the public phase will start approximately on July 1, 2028. During this time, we are continuing to build our pipeline. We have conducted ideation sessions with the deans and directors to discuss university priorities.
 - Campaign “reach backs” have been discussed with the president, provost, and the deans and are a subset of gifts that will be counted toward the campaign. Those gifts that were made from

FY19 – FY24 at \$50K or higher will count towards the campaign. This gives us a starting point of \$441,691,837 for the campaign.

- Campaign next steps are the finalization of the university priorities, development of a campaign case statement which was received from GG+A, launch of the feasibility study, and finally establishing a campaign planning taskforce that will include 10-12 people.
- The FSU Foundation Board of Trustees has continued discussions around trustee philanthropic investment expectations. Responses to the survey have been received and the Executive Committee met on January 22, 2024, with the Foundation winter board meeting occurring on February 9. A proposal will be submitted to the President for review and feedback in mid to late February for the board's final recommendations.

IV. Open Forum for Trustees

V. Adjournment

The meeting was adjourned at 1:17 p.m.



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Advancement Committee

ACTION ITEM VI



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Advancement Committee

ACTION ITEM VI

June 20, 2024

SUBJECT: Proposed Bylaw Changes for the FSU Foundation, Inc.

PROPOSED COMMITTEE ACTION

Approve Bylaw Changes for the FSU Foundation, Inc.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

FSU-2.025 requires that any amendments to the Direct Support Organization Bylaws must be submitted by the President of the Board of Trustees for approval.

BACKGROUND INFORMATION

These changes to the FSU Foundation Bylaws have been reviewed by and approved by the FSU Foundation Board of Trustees.

ADDITIONAL COMMITTEE CONSIDERATIONS

No further approval required.

Supporting Documentation Included: FY2024 FBOT Proposed Bylaws redlined.

Submitted by: Vice President for University Advancement and President of the FSU Foundation, Inc.
Marla Vickers, Ed.D.



FLORIDA STATE UNIVERSITY

DIVISION OF UNIVERSITY ADVANCEMENT

Division of University Advancement

To: Trustee John Thiel

From: Dr. Marla Vickers, Vice President for University Advancement

Date: June 06, 2024

Re: FSU Foundation Bylaw Changes

Bylaw Summary from FSU Foundation Spring 2024 General Board Meeting

1. **Addition:** Section 1.D: The board is the chief philanthropy board of Florida State University. Each trustee supports FSU through their philanthropy and actively participates in Division of University Advancement efforts.
2. **Change:** Section 2.B: The board shall include not less than ~~thirty six (36)~~ twenty (20) regular trustees, but no more than 25 elected by a majority vote of the voting trustees.
3. **Change:** Section 4.B: approve submission of the Foundation's annual budget to the university president or designee by ~~May 1~~ the Spring Foundation Board Meeting;
4. **Change:** Section 6.B: approved by both the University President, Foundation board chair and Foundation president; and [in reference to 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]
5. **Change:** Section 6

Removed: If so nominated, approved and elected, such member of the Investment Committee shall serve an initial term of three (3) years and may be reelected for a second term of three (3) years; provided, however, that no such member of the Investment Committee shall be allowed to serve more than six (6) consecutive years; and provided further, that no such member of the Investment Committee who has served six (6)

consecutive years in that capacity shall be eligible for election to another three (3) year term unless at least one (1) year will have passed between the expiration of his or her immediately preceding three (3) year term and the commencement of an additional three (3) year term.

This mechanism for staffing the Investment Committee will only be used if necessary following the annual trusteeship process.

Replaced with: 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 shall not serve as a 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.

6. **Change:** Section 8: Advancement and Donor Engagement Committee

7. **Change:** Section 8: The committee shall be responsible for making recommendations to the Foundation for raising ~~private 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. To meet this responsibility the committee shall:

- a. support a comprehensive university ~~development~~ Advancement program, which involves trustees in the raising of private support;
- b. provide advice to the board and the ~~development~~ Advancement staff in regard to fundraising policies, strategies and in the pursuit of ~~private philanthropic~~ support emanating from alumni, faculty, students, parents, friends, foundations and organizations; ~~and~~

- c. [no change]

Additions to Section 8:

- d. serve as advocates to interpret and voice donors' views regarding their continual relationship with the university and the Foundation;
- e. advise, support and make recommendations to the Foundation on a broad range of donor stewardship issues, policies and strategies that strengthen the donor relationship program;
- f. 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
- g. when appropriate, engage all trustees in stewardship activities and initiatives.

Removal of Section 9:

~~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.~~

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

A Nonprofit Foundation
ADOPTED OCTOBER 15, 1965

Amended:

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

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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: 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 Division of 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 Minimum Giving Requirement.
- b. The board shall include not less than ~~thirty-six (36)~~ twenty (20) 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 seven (7) ex officio, voting trustees:
 - 1. the university president or designee;
 - 2. a presidential appointee
 - 3. the chair of the FSU Board of Trustees or designee;
 - 4. the chair of the FSU Board of Trustees Advancement Committee;
 - 5. the president of the university Faculty Senate;
 - 6. a dean appointed by the university provost to serve a two-year term, concurrent with the Foundation's officer and chair cycle; and
 - 7. 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 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 or designee; and
 - 4. the president of the 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. 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.
- l. 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.
- m. All regular trustees shall be elected by a majority vote of the voting trustees after recommendation by the Trusteeship and Engagement Committee and with the consultation and approval of the university president. The election of trustees is approved by a majority vote of the FSU Board of Trustees.

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 and Engagement 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 and Engagement Committee shall recommend to the committee chair whether the trustee should be nominated to serve an additional term.

The Trusteeship and Engagement Committee chair will discuss the committee's recommendation with the board chair, Foundation president and assistant vice president of Advancement, Strategic Initiatives to determine proper courses of action.

- 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.
- 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. The election of successors is approved by a majority vote of the FSU Board of Trustees.

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.

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;
- 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 at each annual meeting of the board; and
- g. delegate assistant vice president of Advancement, Strategic Initiatives any duties or responsibilities, as appropriate, relating to the conduct of the board, its meetings or the business of the Foundation.

Section 4: Assistant Vice President of Advancement, Strategic Initiatives

The assistant vice president of Advancement, Strategic Initiatives of the Foundation shall be a Foundation employee and be appointed by the Foundation president. The assistant vice president of Advancement, Strategic Initiatives 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 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 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: 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 FSU 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. To meet these responsibilities, the committee shall:

- a. review the annual operating budget and present its recommendations to the board;
- b. approve submission of the Foundation's annual budget to the university president or designee by ~~May 1~~ the Spring Foundation Board Meeting;
- c. work closely with other committees where advice is necessary for budget considerations;
- d. review the effectiveness of the Foundation's management of financial functions and present recommendations to the board; and
- e. 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
- 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 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 by ~~both~~ the **University President**, Foundation ~~board~~ chair and Foundation president; and
- c. elected at the annual meeting of the Foundation trustees.

If so nominated, approved and elected, such member of the Investment Committee ~~shall~~ **may** serve an ~~initial term of three (3) years and may be re-elected for a second term of three (3) years; provided, however, that no such member of the Investment Committee shall be allowed to serve more than six (6) consecutive years; and provided, further, that no such member of the Investment Committee who has served six (6) consecutive years in that capacity shall be eligible for election to another three (3) year term unless at least one (1) year will have passed between the expiration of his or her immediately preceding three (3) year term and the commencement of an additional three (3) year term~~ 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 shall not serve as a 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. ~~This mechanism for staffing the Investment Committee will only be used if necessary following the annual trusteeship process.~~

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 and Engagement Committee

The Trusteeship and Engagement 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;
- d. oversee the orientation and development of new trustees;
- e. review and finalize a slate of officers submitted to the committee by the chair-elect in even-numbered years. Advance the slate to the full board at the annual meeting as a recommendation of the committee; and
- f. oversee and evaluate engagement programs and opportunities for trustees.

Section 8: Advancement ~~and Donor Engagement~~ Committee

The committee shall be responsible for making recommendations to the Foundation for raising ~~private 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~~. To meet this responsibility the committee shall:

- a. support a comprehensive university ~~development~~ Advancement program, which involves trustees in the raising of private support;
- b. provide advice to the board and the ~~development~~ Advancement staff in regard to fundraising policies, strategies and in the pursuit of ~~private philanthropic~~ support emanating from alumni, faculty, students, parents, friends, foundations and organizations; ~~and~~
- c. stimulate vigorous and aggressive efforts to attract and champion private support to the university;
- d. ~~serve as advocates to interpret and voice donors' views regarding their continual relationship with the university and the Foundation;~~
- e. ~~advise, support and make recommendations to the Foundation on a broad range of donor stewardship issues, policies and strategies that strengthen the donor relationship program;~~

- f. 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
- g. when appropriate, engage all trustees in stewardship activities and initiatives.

~~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:~~

- ~~d. serve as advocates to interpret and voice donors' views regarding their continual relationship with the university and the Foundation;~~
- ~~e. advise, support and make recommendations to the Foundation on a broad range of stewardship issues, policies and strategies that strengthen the donor relationship program;~~
- ~~f. 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~~
- ~~g. 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 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 vice president of Advancement, Strategic Initiatives. 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 vice president of Advancement, Strategic Initiatives. 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 vice president of Advancement, Strategic Initiatives.

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 vice president of Advancement, Strategic Initiatives, 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 vice president of Advancement, Strategic Initiatives, 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 vice president of Advancement, Strategic Initiatives or chief financial officer. In addition, the Foundation president, assistant vice president of Advancement, Strategic Initiatives 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 VII



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Advancement Committee

ACTION ITEM VII

June 20, 2024

SUBJECT: Bylaw Changes for the FSU Alumni Association, Inc.

PROPOSED COMMITTEE ACTION

Approve Bylaw Changes for the FSU Alumni Association, Inc.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

FSU-2.025 requires that any amendments to the Direct Support Organization Bylaws must be submitted by the President of the FSU Board of Trustees for approval.

BACKGROUND INFORMATION

These changes to the Alumni Association Bylaws have been reviewed by and approved by the Alumni Association Board of Directors.

ADDITIONAL COMMITTEE CONSIDERATIONS

No further approval required.

Supporting Documentation Included: Proposed Bylaws Amendment redlined.

Submitted by: FSU Alumni Association President and CEO, Julie Decker



FLORIDA STATE UNIVERSITY

DIVISION OF UNIVERSITY ADVANCEMENT

Division of University Advancement

To: Trustee John Thiel

From: Dr. Marla Vickers, VP of University Advancement

Date: June 7, 2024

Re: FSU Alumni Association Bylaw Changes

Process

An in-depth review of the bylaws takes place every three years. A committee is convened for one year to oversee, discuss and propose any/all amendments to the bylaws to the Full Board. The committee was officially dissolved on May 17, 2024, upon completion of the review, presentation and vote to the Full Board.

Summary of Changes

- Removed all use of the word “Member” and “membership” throughout the document to reflect the transition to a non-dues-based model
- Removed antiquated language as it relates to the official seal of the Association
- Removed unnecessary language regarding the services of the Association
- Removed language as it relates to the organization of Seminole Clubs and required board approval
- Removed language regarding the creation of Constituent Networks
- Articulated meeting structure, simplified language and consolidated the provisions related to the meetings of the Association
- Simplified definitions and duties of all board members, i.e. Continuing, Ex-Officio and Regular (Note: Executive Committee understands the above terminology is subject to review and change by the University Board of Trustees as part of the DSO Governance overview)
- Removed Chair of the Faculty Senate as an Ex-Officio Director
- Added verbiage regarding required academic giving to be eligible to serve on the Board

- Articulated terms of directors
- Added language to require a three-year hiatus from membership on the board to be eligible for election for a new term
- Articulated terms of a replacement Director assuming a vacant position
- Articulated general responsibilities of Chair and changed term to two years per UBOT request in October 2023
- Articulated general responsibilities of Vice Chair and added language regarding exact years of eligibility to run for the office of Vice Chair
- Removed language requiring Treasurer to sign and certify all documents in the event of the President's death, disability, resignation or absence
- Removed Immediate Past Chair's responsibility of serving as Chair of the Awards Committee
- Removed President and CEO's responsibility of serving as parliamentarian at meetings
- Removed language regarding the President and CEO's selection, appointment and compensation plan
- Condensed two separate sections for Budgets and Audits into one section and simplified language
- Removed unclear language regarding the indemnification of Directors



ALUMNI ASSOCIATION

Bylaws of the Florida State University Alumni Association

as amended: June 15, 2023 *(to be updated upon UBOT approval)*

ARTICLE I. – GENERAL

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.

~~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 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 **Members**, Alumni and Constituents (all as defined in Article II) by connecting and engaging Alumni, Constituents and the University.

- ~~1. Developing and sustaining meaningful relationships between and among Members, Alumni, Constituents and the University;~~
- ~~2. Fostering a 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 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~~is~~ Association shall have a perpetual existence.

ARTICLE II. - MEMBERSHIP

SECTION A. ~~The Association will have the following classes of membership:~~ 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.
- ~~3. HONORARY ALUMNI. Subject to reasonable due diligence and a background check, any Constituent(s) may be granted or removed from Honorary Alumni status, 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. Every Director who serves on a committee of the Association's Board shall be a Director and be appointed by the chair ("Chair") of the Board.-~~

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.

~~SECTION C. ORGANIZATION-~~

~~Any individual or group desiring to organize as a Chapter shall notify the Association. To be formally established, a Chapter must be approved by the Board for club status. 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.~~

ARTICLE IV. ~~CONSTITUENT NETWORKS~~

SECTION A. ~~PURPOSE~~

~~From time to time, the Board may recognize affiliated groups of the University (individually, a “Constituent Network” and collectively, “Constituent Networks”) organized to further the purposes of the University. Such Constituent Networks will be organized and recognized and regulated in accordance with policies or criteria to be established by the Board from time to time.~~

ARTICLE IV.- MEETINGS OF THE ASSOCIATION ~~AND ITS MEMBER~~

SECTION B. ~~SPECIAL ANNUAL MEETINGS (MOVED TO ARTICLE V, SECTION B)~~

~~An Annual Special Meetings of the Association and its Members shall be held as determined by the Chair in consultation with the President and CEO. One of which shall be the Annual Meeting, held in the Spring each year. 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 A. 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 I A.~~

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 reasonable notice no less than three (3) calendar days in advance to the Members and Directors called by the Chair or President and CEO; (MOVED TO ARTICLE V, SECTION C, POINT 2)~~
3. 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;
4. 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-ANNUAL~~ MEETINGS

. ~~An Annual~~ Special Meetings of the Association ~~and its Members~~ shall be held as determined by the Chair in consultation with the President and CEO. ~~One of which shall be the Annual Meeting, held in the Spring each year. 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.~~

. A special meeting of the Board may be held at any time upon reasonable notice no less than three (3) calendar days in advance ~~to the Members and Directors~~ called by the Chair or President and CEO;

SECTION C. ~~SPECIAL MEETINGS~~

~~.- Special meetings of the Association and its Members for any purpose may be called by the Chair or President and CEO or at the request in writing of a majority of the Directors. Special meetings shall be held at the time and place as designated by the Chair or the President and CEO.~~

ARTICLE V. - DIRECTORS

SECTION A. DEFINITIONS

1. Continuing Director: A voting Director ~~serving~~ who serves as a result of ~~elected~~ their position as approved by the President and CEO, Chair and Executive Committee;
2. Ex-Officio Director: A non-voting Director ~~with all of the duties and obligations of a Regular or Continuing Director; appointment term is~~ 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;
 - ~~(iv) Chair of the Faculty Senate~~
3. Regular Director: A voting Director elected ~~named~~ through an application, interview, and voting process; ~~serves one 3 year term with the ability to remain for a second 3 year term at the invitation of the Board Chair in consultation with the President and CEO and Secretary.~~

4. 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 ~~b~~Board ~~m~~Members and former ~~b~~Board ~~e~~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 are Members~~ 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 ~~(40)~~.

1. The Board shall include seven (7) continuing directors (collectively, the "Continuing Directors"):
 - (i) the President and CEO of the Association;
 - (ii) the President of the University (or his or her designee);
 - (iii) the President of the FSU ~~Emeritus~~ 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 (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:

~~Ten (10) of such Directors subject to approval by the President of the University.~~
at least eight (8) Regular Directors residing outside the State of Florida as of the commencement of their service as a Director.

SECTION F. ~~DEFINITIONS. (THIS SECTION WAS MOVED TO ARTICLE VI, SECTION A)~~

- ~~1. Continuing Director: A voting Director serving as a result of elected position as approved by the President and CEO, Chair and Executive Committee.~~
2. ~~Ex-Officio Director: A non-voting Director with all of the duties and obligations of a Regular or Continuing Director; appointment term is designated by the organization represented:~~
 - ~~(a) Chair of the Foundation Board of Trustees~~
 - ~~(b) Chair of the Seminole Boosters, Inc.~~
 - ~~(c) Student Body President~~
 - ~~(d) Chair of the Faculty Senate~~
 - ~~(e) Regular Director: A voting Director named through an application, interview, and voting process; serves one 3-year term with the ability to remain for a second 3-year term at the invitation of the Board Chair in consultation with the President and CEO and Secretary.~~
3. ~~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.~~
- ~~4. 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 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 invited ~~re-elected or re-appointed~~ 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. Continuing Directors shall be appointed to a one-year term.~~ 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 ~~re-elected~~ 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 ~~re-elected~~ 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-not able~~ 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 ~~B~~oard 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. ~~To the extent that the resigning director was approved by the University President such Director's replacement will also be subject to approval by the University President.~~ 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. ~~hold office for the duration of the replaced Director's remaining term. Any Director approved to fulfill the remainder of his or her predecessor's term due to resignation, removal, or other cessation of that term of that predecessor Director shall be eligible for election to two full subsequent 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 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 Ccommittee, 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 J. **MEETINGS (MOVED TO ARTICLE V, SECTION B)**

~~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 reasonable notice no less than three (3) calendar days in advance o the Members and Directors called by the Chair or President and CEO.~~
3. ~~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.~~
4. ~~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 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 II. - 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 D; (b) Directors are expected to comply fully and completely with the Conflict of Interest provisions contained in Article VII, Section C; 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. ~~All Directors shall support University Advancement initiatives philanthropically on an annual basis, with a minimum donation of \$1,000 in support of student success, and prospective Directors shall be advised of this prior to appointment to the Board.~~
3. 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;
4. 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~~;~~ ~~serves as an Ex-Officio Member of all committees in absence of the Chair.~~ 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.
5. 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.

6. Treasurer – Serves as the treasurer of the Board; 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 and CEO's death, disability, resignation or absence, or at the direction of the Chair.~~ Directors are ineligible to run for this office during their last year of service;
7. Immediate Past Chair – Serves on the Executive Committee for one year; ~~and as Chair of the Awards Committee and is available for advice and consultation with the Officers and Directors of the Association on an as-needed basis;~~
8. President and CEO – Serves as the chief executive officer of the Association; ~~serves as parliamentarian at meetings of the Board, the Association and its Members when the Secretary is not present; serves as a member of all special Board committees;~~ 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. ~~The President and CEO 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, and the University's Board of Trustees. The President and CEO of the Association shall be an employee of the University, and the University shall be responsible for the President and CEO's base salary and employee benefits. Additional employment benefits or compensation may be provided by the Association to the President and CEO, subject in all respects to applicable law.~~

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 to 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 III. – 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 & AUDITS

. ~~The Board approves the budget and reviews and approves the annual audit. President and CEO in consultation with the Association's staff and representatives of the Foundation's accounting staff shall prepare a proposed annual budget for revenues and expenditures of the Association, which shall be reviewed by the Audit and Finance Committee and submitted for approval by the Board. After approval by the Board, the proposed annual budget shall be submitted to the President of the University for his review and recommendation to the University's Board of Trustees for approval. The annual budget shall be completed and submitted for approval in accordance with the requirements of the University. The President and CEO shall ensure that quarterly reports of expenditures are provided to the President of the University, or his or her designee, and to the Treasurer~~

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 in audit session about internal controls and the completeness and accuracy of the Association's 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 Audit and 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 Audit and Finance 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 Association's management. Within a recommended time frame of every three to five years, the Audit and Finance Committee 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 preparation of Form 990 by qualified, reputable firms with experience in performing audits of non-profit organizations.~~

ARTICLE IV. - 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 membership~~ 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 V. - 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~~man~~ 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~~man~~ 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 ~~in the Executive Office of the Association.~~

ARTICLE VI. - OTHER MATTERS

SECTION A. LIMITATIONS

. The articles of incorporation and bylaws of the ~~a~~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 ~~B~~bylaws or by special rules of procedure adopted by the Association. Where the language of these ~~B~~bylaws comes in conflict with Robert's Rules of Order, Newly Revised, the language of these ~~B~~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 VII. - 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. SEMINOLE CLUBS AND CHAPTERS.~~

~~. 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.~~

~~SECTION C. CONSTITUENT NETWORKS~~

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

SECTION D. 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 ~~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.

Provisions Relating to Transition

ARCHIVED June 22, 2022

1. 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.