

**UNIVERSITY OF FLORIDA
BOARD OF TRUSTEES
BYLAWS**

**ARTICLE I
STATEMENT OF PURPOSE**

The University of Florida (the "University") Board of Trustees is vested by law with all the powers and authority to effectively govern and set policy for the University of Florida in accordance with the laws of the State of Florida and with regulations and rules of the Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Florida Board of Trustees hereby adopts these Bylaws.

**ARTICLE II
THE BOARD**

Section 2.1 CORPORATE NAME - The Board of Trustees is a public body corporate called "the University of Florida Board of Trustees," with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the "Board."

Section 2.2 COMPOSITION - The Board is composed of thirteen (13) Trustees, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Board of Governors. The other two (2) members shall be the President of the University of Florida Student Government and the Chair of the University of Florida Faculty Senate. The appointed members shall be confirmed by the Senate of the State of Florida.

Section 2.3 POWERS AND DUTIES OF THE BOARD - The Board shall serve as the governing body of the University of Florida. It shall select the President of the University of Florida to serve at the pleasure of the Board and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability,

and its compliance with federal and state laws and regulations, including those of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by the Bylaws, its Operating Procedures, Board of Governors regulations, or law. The Board may adopt regulations, rules and policies consistent with the University mission, with law, and with the regulations and rules of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL - The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Corporate Secretary for the use of the seal in the decoration of any University building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

ARTICLE III THE TRUSTEES

Section 3.1 TERM OF OFFICE - Trustees shall serve for staggered 5-year terms, as provided by law.

Section 3.2 REMOVAL – To the extent permitted by law, the Governor or the Board of Governors, whichever is the appointing authority, may remove a Trustee for cause. Unexcused failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.3 VACANCIES - Vacancies shall be filled by appointment of the Governor or the Board of Governors, as appropriate under law, subject to confirmation by the Senate of the State of Florida.

Section 3.4 COMPENSATION - Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses as provided by Florida law and Board travel reimbursement policies.

ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1 OFFICERS - The Officers of the Board shall be the Chair, Vice Chair, and President who serves as the Corporate Secretary, and any Assistant Secretary. The Chair and Vice Chair shall be Trustees. No other Board Officers shall be members of the Board.

Section 4.2 SELECTION - The Board shall elect its Chair and Vice Chair from the appointed members at its regular meeting immediately preceding July 1 in the year when the term of the incumbent is due to expire. Except as otherwise provided in these Bylaws, the incumbents of the Chair and Vice Chair shall each serve for two years beginning on the July 1st immediately following the June 30th when his or her predecessor's term expires, and may be reelected by a vote of two-thirds (2/3) of the Trustees then serving for one additional consecutive term.

Section 4.3 VACANCY DURING TERM - In the event of a vacancy in the position of Chair or Vice Chair prior to the expiration of the two-year term of the incumbent, the vacancy shall be filled as provided in this Section.

The Vice Chair then-serving, if any, shall fill the vacancy in and succeed to the position of Chair upon a vacancy in that position. If there is no Vice Chair then serving, the Board shall elect a successor to serve as Chair. The Board shall elect a new Vice Chair to fill a vacancy in that position. The person filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the following period:

- (a) If the vacancy occurs during the first six months of the first year of any two-year term, the person filling the vacancy shall serve for the remainder of the unexpired term.
- (b) If the vacancy occurs during the second six months of the first year of any two-year term, the person filling the vacancy shall serve for the remainder of those

six months, plus two years beginning on the July 1 first occurring after the vacancy.

(c) If the vacancy occurs in the first six months of the second year of any term, the person filling the vacancy shall serve for the remainder of the second year of the unexpired term, plus one year beginning on the July 1 first occurring after the vacancy.

(d) If the vacancy occurs in the second six months of the second year of any term, the person filling the vacancy shall serve for the remainder of those six months, plus two years beginning on the July 1 first occurring after the vacancy.

In the event the filling of a vacancy during an unexpired term requires election of a successor, the Board shall elect the successor at a special meeting called by the Chair or Corporate Secretary for that purpose or at the next regular Board meeting, whichever occurs first.

A vacancy shall be deemed to occur upon the incapacity, death, resignation or removal of the incumbent. Incapacity (which includes abandonment) shall be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for 30 consecutive days or 45 days total in any six-month period, unless the Board resolves not to treat such circumstances as a vacancy. Incapacity shall also occur upon the incumbent's acknowledgement in writing that he or she intends not to perform, or is or will be unable to perform, the material duties of the position for at least either of such period of days, unless the Board resolves not to treat such circumstances as a vacancy. Removal shall be deemed to occur upon the exercise of a legal right to remove the incumbent. The Corporate Secretary shall notify all Trustees upon the occurrence of a vacancy. If questioned, the Board's determination, made at a special meeting held for that purpose within 14 days after the Corporate Secretary's notice, shall be binding.

Section 4.4 CHAIR - The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, and otherwise

serving as spokesperson for the Board. The Chair shall perform such duties in consultation with the University President.

Section 4.5 VICE CHAIR - The duty of the Vice Chair is to act as Chair during the temporary absence, incapacity or disability of the Chair (not meeting the definition of a vacancy) and to succeed the Chair in the event of a vacancy during the unexpired term of the Chair. The Vice Chair may or may not be elected to succeed the incumbent at the expiration of the incumbent's full two-year term as Chair.

Section 4.6 UNIVERSITY PRESIDENT - The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, Board policies, and the best interests of the University.

Section 4.7 CORPORATE SECRETARY - The University President shall serve as Corporate Secretary of the Board, and in the capacity of Corporate Secretary, shall be responsible for giving notice of all meetings of the Board and its committees, setting the Agenda and compiling the supporting documents for meetings of the Board in consultation with the Chair, recording and maintaining the minutes of any Board or committee meeting, including a record of all votes cast, in accordance with section 286.011(2), Florida Statutes, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the Corporate Seal. The Corporate Secretary may designate individuals to serve as Assistant Secretary to the Board.

ARTICLE V COMMITTEES

Section 5.1 COMMITTEES - The Board shall establish standing and ad-hoc committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their chairs. Each committee shall consist of no less than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board Chair. Unless specifically delegated or as otherwise provided in these Bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all committees shall perform their duties in consultation with the University President.

Section 5.2 AD-HOC COMMITTEES - Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President.

Section 5.3 QUORUM – A quorum of any committee for the conduct of business shall be a majority of members then serving on the committee, and any committee so convened may act by majority vote of the members in attendance.

ARTICLE VI MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, regulation, or other formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed

sessions. Notwithstanding any other provision of these Bylaws, and except to the extent a waiver is prohibited by Florida law, any infirmity in notice or other procedure relating to the calling or conduct of a meeting or particular business, shall be deemed waived by any participant in the relevant meeting who does not expressly object on the record to the infirmity at the beginning of the meeting. At the discretion of the Chair, any member of the Board may participate in any meeting by teleconference or other technology allowing all participants in the meeting to hear and be heard by one another and allowing the public attending the meeting to hear all participants.

Section 6.1 REGULAR MEETINGS - There shall be not less than four (4) regular meetings a year as the Board may determine. A regular meeting means business meetings and Board retreats held at regular intervals; provided that time shall be made available when needed for the conduct of business at or around the time of any retreats. These meetings shall be held on such dates and at such times as the Board may determine. The month of a regular meeting may be changed by an affirmative vote of a quorum of the Board; the time and date may be changed by the Chair upon sending notice to all Trustees at least five days in advance.

Section 6.2 SPECIAL MEETINGS - Special meetings of the Board may be held at the call of the Board Chair, the Corporate Secretary, or upon request of seven (7) Trustees. The Corporate Secretary shall send written notice of such special meeting to all Trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of a majority of the Trustees at the meeting.

Section 6.3 QUORUM - A quorum for the conduct of business by the full Board shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present except as otherwise provided in these Bylaws.

Section 6.4 RULES OF PROCEDURE - Except as modified by these Bylaws or any other specific resolution, rule or policy enacted by the Board, Robert's Rules of Order Newly Revised, as in effect at the time, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

Section 6.5 APPEARANCES BEFORE THE BOARD – Individuals or representatives of groups who desire to appear before the Board regarding any item being considered on a meeting agenda of the Board of Trustees must submit their requests to the Assistant Corporate Secretary, 123 Tigert Hall, University of Florida, Gainesville, Florida 32611, specifying the agenda item about which they wish to speak. Such a request, along with any supporting documentation, must be submitted at least three (3) working days prior to the start of the meeting. The President, in consultation with the Board Chair, will determine whether the item will be heard and when it will be heard. There will be a 5 minute time limit on any presentation. The Board Chair may decline to hear any matter determined by the President and Chair not to relate to a particular agenda item or that is outside the Board's jurisdiction, or because it is not practicable for a particular meeting.

ARTICLE VII MISCELLANEOUS

Section 7.1 CONFLICT OF INTEREST POLICY - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the fiduciary principles and Florida law set forth in the Code of Ethics for Public Officers and Employees . The Board shall adopt a written conflict of interest policy, to be included in the Board Operating Procedures or other policies, which shall be reviewed periodically and revised as necessary.

Section 7.2 INDEMNIFICATION - Whenever any civil (including administrative) or criminal action or threat of action has been asserted against a current or former Trustee or President for any act or omission arising out of and in the course of the performance

of his or her University duties and responsibilities, the University shall defray all costs of defending such action or threat of action, including reasonable attorney's fees and expenses together with costs of appeal, and shall save harmless and protect such person from any financial loss resulting from the performance of his or her duties and responsibilities unless (a) indemnification is prohibited by law, or (b) the Board determines by a vote of at least two-thirds (2/3) of its members then serving that said individual acted in bad faith or with willful misconduct. Claims based on such actions or omissions may be settled prior to, during, or after the filing of suit or commencement of other formal process thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses. University duties and responsibilities shall include service to other entities, including service on affiliate boards or committees, where such service is assigned, required or requested by the University or is due to University responsibilities or roles. Nothing in this Section shall waive or derogate from the application or protection of insurance, or of sovereign or other immunity under any law or constitution. Any available insurance and immunity shall provide primary protection. However, indemnification under this Section shall be provided to an affected current or former Trustee or President who qualifies for indemnification under this Section when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the University to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation or other means.

Section 7.3 LIMITATION OF LIABILITY - The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida law for purposes of sovereign immunity.

Section 7.4 AMENDMENTS - These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board then serving, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the Corporate Secretary and a copy of

the draft shall have been mailed to each Trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 7.5 SUSPENSION OF OPERATING PROCEDURES - Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board then serving.

Section 7.6 PROXIES - The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.