



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
COMMITTEE MINUTES**

**March 22, 2018**

**President's Room 215B, Emerson Alumni Hall**

**University of Florida, Gainesville, FL**

**Time Convened: 2:05 p.m. EDT**

**Time Adjourned: 2:50 p.m. EDT**

**1.0 Verification of Quorum**

Interim Vice President and General Counsel Amy Hass verified a quorum of the Committee on Governance, with all Trustees present.

**Members present were:**

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, and Anita G. Zucker

**Others present were:**

W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Joseph Glover, Provost and Senior Vice President for Academic Affairs; Charles Lane, Senior Vice President and Chief Operating Officer; David Guzik, Senior Vice President for Health Affairs and President of UF Health; Jack Payne, Senior Vice President for Agriculture and Natural Resources; Amy M. Hass, Interim Vice President and General Counsel; David Norton, Vice President for Research; Melissa Orth, Senior Director, Government Relations and Assistant University Secretary; Brigit Dermott, Executive Assistant; Sandy Mitchell, Legal Assistant; and other members of the Board of Trustees, the President's Cabinet, the University community and the media.

**2.0 Call to Order and Welcome**

Committee Chair Mori Hosseini called the meeting to order at 2:05 p.m. EDT and welcomed all Trustees and everyone in attendance at the meeting.

**3.0 Review and Approval of Minutes**

Committee Chair Hosseini asked for a motion to approve the minutes of the December 14, 2017, Committee meeting, and the February 5 and March 1, 2018, Working Group meetings, which was made by Trustee Zucker, and a second, which was made by Trustee Brandon. The Committee Chair asked for further discussion, after which he asked for all in favor of the motion and any opposed and the motion was approved unanimously.

**4.0 Action Items**

### **GV1 UFRF Legal Entity**

Vice President for Research David Norton gave a presentation regarding the University of Florida Research Foundation (UFRF)'s creation of a legal entity in Haiti for purpose of management and oversight of the University's current portfolio of 22 sponsored research projects in the country, which total more than \$27 million. The proposed legal entity will address operational challenges, provide better options to address labor, facilities and transportation needs, and embed centralized UF oversight of UF activities in Haiti. Dr. Norton noted that a team of university administrators including staff of the Office of the General Counsel will travel to Haiti to meet with the in-country legal team to clarify operational conditions, legal constraints and procedures. Dr. Norton further noted that the entity will report to the Board annually as part of the UFRF audit and will undergo an operational review at three years. He further noted that the bylaws will include provisions for timely dissolution of the entity if necessary.

Dr. Norton addressed questions from the Trustees regarding appropriate oversight of the entity. Committee Chair Hosseini then asked for a motion to approve Committee Action Item GV1 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Heavener, and a second, which was made by Trustee Brandon. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV2 Amend Articles of Incorporation and Bylaws of Practice Plans**

Interim Vice President and General Counsel Amy Hass presented GV2 and noted that following the approval of the Enhanced Governance Standards in March 2017, the DSOs and affiliates have reviewed their Articles of Incorporation and Bylaws to ensure that they are consistent with the new standards. She noted that at this time the Committee is asked to approve the amended Articles of Incorporation and Bylaws for the Practice Plans, which are the Health Affairs affiliates. Trustee Rahul Patel noted that he was comfortable that the changes are in compliance with the standards.

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV2 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Heavener, and a second, which was made by Trustee Zucker. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

## **5.0 Discussion/Informational Items**

### **5.1 Enhanced Governance Standards**

Trustee Rahul Patel provided a summary of the progress made to date on developing and implementing the governance standards. He noted that the Working Group members have met with all DSOs and affiliates and in general the feedback has been that the standards provide appropriate oversight and are not too burdensome in terms of day-to-day operations. At this stage the Working Group is proposing minor changes, which Trustee Patel outlined as follows:

Committee Chair Hosseini noted that the University of Florida is setting an example of good governance and Trustee Kuntz concurred, noting that UF is the leader in this area among the State University System.

#### **7.0 New Business**

There was no new business to come before the Committee.

#### **8.0 Adjourn**

After asking for any further discussion and hearing none, Committee Chair Hosseini adjourned the University of Florida Committee on Governance meeting at 2:50 p.m. EDT.



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
EXECUTIVE SUMMARY  
March 22, 2018**

The Committee will address the following Committee Action Items:

- **GV1 UFRF Legal Entity**  
The Committee will be asked to approve the creation of a legal entity in Haiti for the oversight and management of the current portfolio of sponsored research in that country.
- **GV2 Amended Articles of Incorporation and Bylaws for Practice Plans**  
The Committee will be asked to approve amendments to the Articles of Incorporation and Bylaws of the Practice Plans.

The Committee will hear a report on the following Discussion/Informational Item:

- **5.1 Enhanced Governance Standards Update**  
Trustee Rahul Patel and Interim Vice President and General Counsel Amy Hass will provide an update on proposed refinements to the Enhanced Governance Standards resulting from feedback from the Direct Support Organizations and Affiliates.



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
COMMITTEE AGENDA  
March 22, 2018  
~2:05 p.m. EDT  
President’s Room 215B, Emerson Alumni Hall  
University of Florida, Gainesville, FL**

**Committee Members:**

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, Anita Zucker

- 1.0 Verification of Quorum ..... Amy Hass, Interim Vice President and General Counsel
- 2.0 Call to Order and Welcome .....Mori Hosseini, Chair
- 3.0 Review and Approval of Minutes.....Mori Hosseini, Chair  
[December 14, 2017](#)  
[February 5, 2018](#)  
[March 1, 2018](#)
- 4.0 Action Items .....Mori Hosseini, Chair  
GV1 [UFRF Legal Entity](#)  
GV2 [Amend Articles of Incorporation and Bylaws of Practice Plans](#)
- 5.0 Discussion/Informational Items.....Mori Hosseini, Chair  
5.1 Enhanced Governance Standards..... Rahul Patel, Trustee  
Amy Hass, Interim Vice President and General Counsel
- 6.0 New Business .....Mori Hosseini, Chair
- 7.0 Adjourn .....Mori Hosseini, Chair



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
COMMITTEE MINUTES**

**December 14, 2017**

**President's Room 215B, Emerson Alumni Hall**

**University of Florida, Gainesville, FL**

**Time Convened: 3:07 p.m. EST**

**Time Adjourned: 4:20 p.m. EST**

**1.0 Verification of Quorum**

Interim Vice President and General Counsel Amy Hass verified a quorum of the Committee on Governance, with all Trustees present except Trustees Steven M. Scott and David M. Thomas.

**Members present were:**

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, and Anita G. Zucker. Trustees Steven M. Scott and David Thomas were unable to attend.

**Others present were:**

W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Joseph Glover, Provost and Senior Vice President for Academic Affairs; Charles Lane, Senior Vice President and Chief Operating Officer; David Guzick, Senior Vice President for Health Affairs and President of UF Health; Jack Payne, Senior Vice President for Agriculture and Natural Resources; Amy M. Hass, Interim Vice President and General Counsel; David Norton, Vice President for Research; Jodi Gentry, Vice President for Human Resource Services; Melissa Orth, Senior Director, Government Relations and Assistant University Secretary; Brigit Dermott, Executive Assistant; Sandy Mitchell, Legal Assistant; and other members of the Board of Trustees, the President's Cabinet, the University community and the media.

**2.0 Call to Order and Welcome**

Committee Chair Mori Hosseini called the meeting to order at 3:07 p.m. EST and welcomed all Trustees and everyone in attendance at the meeting.

**3.0 Review and Approval of Minutes**

Committee Chair Hosseini asked for a motion to approve the minutes of the August 29, 2017, Committee meeting, which was made by Trustee Brandon, and a second, which was made by Trustee Patel. The Committee Chair asked for further discussion, after which he asked for all in favor of the motion and any opposed and the motion was approved unanimously.

The Committee addressed the following Discussion/Informational Items:

#### **4.0 Discussion/Informational Items**

##### **4.1 UF Research Foundation Governance Update**

Vice President for Research David Norton gave a presentation on the Category 1 affiliate University of Florida Research Foundation and its good governance practices. He provided information regarding how UFRF assists in the commercialization of intellectual properties, manages and collects licensing income and holds ownership in startups. He noted the UFRF has no employees and revenues are used to support the University's research enterprise. Dr. Norton explained that operating as a DSO allows UFRF to maintain confidentiality of intellectual property, hold equity in startups and facilitate international R&D. Dr. Norton discussed the important role international research plays in enhancing UF's stature and answered questions regarding measures in place to oversee international research efforts. Dr. Norton also confirmed that UFRF is compliant with the new governance standards, as is reflected in the bylaws.

##### **4.2 Enhanced Governance Standards Update**

Trustee Rahul Patel provided an update on implementation of the enhanced governance standards. He stated that the goal of the initiative is to ensure that the Board and administration are working together to advance the University's strategic goals in a manner that allows the Board significant opportunities for communication and input without impeding the efficient operation of the institution. He noted that the meetings with affiliate leadership regarding implementation of the standards have gone well and the working group has received positive and constructive feedback. Trustee Patel proposed that the working group reconvene to consider the feedback received and to make any desired refinements to the standards. It was agreed that the working group will present the revised standards for approval by the Committee and the Board at the March 2018 meeting. Trustee Rosenberg thanked the members of the working group for their efforts and thoughtful approach, noting that these standards allow the Board the best opportunity for good stewardship.

##### **4.3 HR Top 10 update**

Vice President for Human Resource Services Jodi Gentry gave a presentation on Human Resource Services' strategic commitment to enhance preeminence through people. She reviewed steps being taken to attract the best talent through branding and social media. She discussed the hiring cycle from scouting, to the applicant experience, to closing the deal. VP Gentry provided some details regarding time to fill faculty positions and the volume of hires completed annually. VP Gentry responded to questions regarding the hiring process for cabinet positions including the selection process for search firms. She confirmed that HR serves as a resource and advisor to the process but the hiring authority makes the decisions. Committee Chair Hosseini asked that VP Gentry work with Trustee Patel in reference to cabinet level searches.

Committee Chair Hosseini informed those present that the Committee would next go into Executive Session to discuss the collective bargaining action items on the agenda.

#### **5.0 Executive Session**

Executive Session was convened at 4:02 p.m. EST.

The Public Session reconvened at 4:19 p.m. EST.

Committee Chair Hosseini noted that the Committee members had an opportunity to discuss the action items in the Executive Session and would now move to address the action items.

## **6.0 Action Items**

### **GV1 Collective Bargaining Agreement Between the UF Board of Trustees (BOT) and the Police Benevolent Association (PBA), Lieutenants**

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV1 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Brandon, and a second, which was made by Trustee Zucker. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV2 Collective Bargaining Agreement Between the UF Board of Trustees (BOT) and the Police Benevolent Association (PBA), Officers and Sergeants**

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV2 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Brandon. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV3 Collective Bargaining Agreement Between the UF Board of Trustees (BOT) and the Graduate Assistants United (GAU-UFF)**

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV3 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Patel, and a second, which was made by Trustee Brandon. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV4 Collective Bargaining Agreement Between the UF Board of Trustees (BOT) and the American Federation of State, County & Municipal Employees, AFL-CIO (AFSCME)**

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV4 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Johnson. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

## **7.0 New Business**

There was no new business to come before the Committee.

## **8.0 Adjourn**

After asking for any further discussion and hearing none, Committee Chair Hosseini adjourned the University of Florida Committee on Governance meeting at 4:20 p.m. EST.





**Minutes of Public Meeting / Conference Call of University of Florida Trustees Hosseini, Johnson, Patel**

**Date and Time:** February 5, 2018, convened at 4:06 pm EST and concluded at 4:32 pm EST.

**Place for Public Attendance:** 123 Tigert Hall, University of Florida, Gainesville, Florida 32611.

**Trustee Attendees:** Trustees Mori Hosseini, Leonard Johnson, and Rahul Patel.

**Also Attending:** Interim Vice President and General Counsel Amy M. Hass, Senior Vice President and Chief Operating Officer Charlie Lane, Senior Director of Government Relations and Assistant University Secretary Melissa Orth, Executive Assistant Brigit Dermott, Legal Assistant II Sandra Mitchell, and members of the media.

Trustee Rahul Patel provided a summary of the process undertaken to develop and implement the enhanced governance standards. Consistent with recommendations from the Board, Trustee Patel and Interim Vice President and General Counsel Amy Hass have met with leadership of the DSOs and affiliates to gather feedback and recommendations. Trustee Patel noted that the guidelines accomplish the goal of providing sufficient visibility to help UF meet its goals and for the Board to execute its fiduciary responsibilities without disrupting efficient operations.

Trustee Patel provided a summary of the feedback received including the following recommendations:

1. Make tweaks to the document to make it easier to use in daily operations, and perhaps provide separate pages for each DSO and other affiliates.
2. Clarify the levels of approvals in the document and reinforce the spirit of the required notifications, in particular timing that allows for meaningful input.
3. Ensure that the University is not relinquishing its competitive advantage in particular instances.

Amy Hass noted that the document will also identify the administrative liaison for each action to ensure clear lines of communication.

Trustee Patel noted that the group will continue to gather feedback over the next few weeks and then reconvene to make any necessary technical edits to the document.

## **Minutes of Public Meeting / Conference Call of University of Florida Trustees Hosseini, Johnson, Patel**

**Date and Time:** March 1, 2018, convened at 2:32 pm EST and concluded at 3:44 pm EST.

**Place for Public Attendance:** 123 Tigert Hall, University of Florida, Gainesville, Florida 32611.

**Trustee Attendees:** Trustees David Brandon, Mori Hosseini, Leonard Johnson, Rahul Patel.

**Also Attending:** Interim Vice President and General Counsel Amy M. Hass, Senior Vice President and Chief Operating Officer Charlie Lane, Senior Director of Government Relations and Assistant University Secretary Melissa Orth, Executive Assistant Brigit Dermott, Legal Assistant II Sandra Mitchell.

Trustee Rahul Patel provided a brief recap of the progress to-date. He reported that he and Interim Vice President and General Counsel Hass have completed meetings with the Direct Support Organizations and affiliates and have recommendations to share with the group.

First, based on feedback, Trustee Patel and Ms. Hass have revamped the standards document to make it easier to follow. The standards have been separated by entity so that each unit can easily understand the standards that apply to its particular governance.

Second, Trustee Patel led the group through a discussion of recommended changes to the standards as follows:

1. Procurement. The first two recommended changes related to procurement procedures for the University of Florida Foundation, Inc. Rather than full Board approval, it was discussed that in certain cases the Foundation can move forward after conferring with the Chair and notifying the Vice Chair. This change will ensure that the Foundation can maintain a competitive advantage in certain negotiations.
2. Hiring of Vice Presidents and Cabinet members. Changes were proposed to increase the Board's visibility in the process for hiring at the Vice President and Cabinet level. It was agreed that Interim Vice President and General Counsel Amy Hass, Vice President for Human Resources Jodi Gentry and Chief Operating Officer Charlie Lane will draft formal procedures for VP/Cabinet hires to share with the Working Group on a future conference call.
3. Investigations. The Working Group discussed the procedures and thresholds used by the Office of Internal Audit (OIA) to initiate an investigation. It was agreed that COO Charlie Lane will send the Working Group a description of the OIA's current practice that will include possible recommended changes that would ensure Board visibility when material and appropriate.
4. Real property. It was proposed that all real property transactions for the University and any affiliate that impact the Campus Master Plan be run through the Office of Real Estate. It was agreed that the Working Group will revisit the thresholds for real property transactions to ensure that the Board has visibility for any transactions that will impact the Master Plan. Trustee David Brandon and COO Lane will work on these revisions and will share with the Working Group. In addition, Trustee Brandon will look at the Enhanced Governance Standards that pertain to real estate and construction and propose refinements as warranted.

The Group next discussed the levels of approval prescribed by the Enhanced Standards and if it might be possible to simplify the verbiage. Following a recap of the action items, the meeting concluded at 3:44 p.m. EST.

# UFRRF Proposal to Create Legal Entity in Haiti

David Norton

Vice President for Research, Univ. of Florida

President and Board Chair, UF Research Foundation

# Background

- The University of Florida has research activities all over the globe
  - Active sponsored projects and research protocols in 112 countries plus Antarctica
- Many involve activities limited to UF people traveling abroad to non-US research sites
- Some involve agreements with foreign institutions and organizations

- In a limited number of instances, in-country direct services are needed:
  - Labor (translator, driver, guide, professional)
  - Facilities (office, laboratories, housing)
  - Banking services (cash-based transactions, taxes, payroll)
- Access to these services requires leveraging in-country status of another organization or creating UF-affiliated in-country legal status
  - Option 1: Identify a reliable third-party in-country partner through which these services can be contracted.
    - Assessment performed to identify potential partner's capacity for service delivery and accountability sufficient to meet expectations of UF and project sponsor
    - Partners are instructed on documentation requirements for services rendered.
    - Unless the partner's experience, systems and internal controls are verified to meet our accountability expectations, all invoices for services and materials undergo 100% audit review for allowability, reasonableness, and adherence to sponsor rules, regulations, terms and conditions by Contracts & Grants
    - Whenever possible, leveraging in-country status of another organization is used
  - Option 2: Create in-country legal status for UF affiliated entity
    - If certain services needed for a project cannot be suitably provided for by a suitable third party, the creation of an entity with in-country legal status may be necessary option

# UF Research in Haiti

- Currently UF has 22 active sponsored research projects totaling over \$27 million

Maternal-pediatric axis of ZIKV infection in Latin America and the Caribbean	PENTA Found.	\$951,102
Aedes mosquito surveillance and testing for host preference and prevalence of Chikungunya and dengue viruses	USDA	\$154,800
Agricultural Research and Development Program	USAID	\$13,706,658
Cholera transmission and evolution in Port-au-Prince, Haiti	NIH	\$5,070,978

- UF currently partners with a number of Haitian organizations for services

PAPYRUS (Professional employment org)

Port Au Prince Medical School

LNSP (Haitian government medical lab)

GHESKIO (HIV/AIDS health care NGO affiliated with Cornell Univ)

Christianville Foundation (K-12 school, medical clinic)

- Unfortunately, these partners meet some but not all needs of UF projects

# Proposal: Authorize UFRF to create an affiliated legal entity in Haiti

- As a 501-c.3 non-profit organization, the UFRF can, within US law and UFRF bylaws, create an affiliated entity in a foreign country
- Two viable options in Haiti
  - Haitian foundation
    - Achieves legal status suitable for employing Haitians, leasing space, banking services
    - Provides limited or no tax relief; cannot import goods/equipment into Haiti without customs charges
    - 6-8 months minimum for approval by local government
  - Haitian Non-Government Organization (NGO)
    - Achieves legal status suitable for employing Haitians, leasing space, banking services
    - Provides tax exempt status, including duty-free import of goods/equipment into Haiti
    - One year minimum for approval by central Haitian ministry
  - In both cases, structure and appointment of governing board, entity scope, and entity dissolution are determined by entity bylaws
  - Next week, UF administrative and legal team to meet with Haitian legal counsel in Port-Au-Prince to clarify understanding of operational conditions, legal constraints and liabilities, and processes for entity application
- Once established, this legal entity will address specific near term and overarching long terms needs of UF research activities in Haiti
  - Immediate: Address operational challenges for UF project supported by USAID (25 employees, 2 consultants, 3-5 interns, 16 graduate students)
  - Intermediate: Provide better option in addressing labor, facilities, and transportation needs for UF health-related projects
  - Long-term: Mechanism to embed centralized UF oversight of UF activities in Haiti



# Proposed Plan

- UF administrative and legal team meet with Haitian counsel to understand application process and entity legal status
- The UF Research Foundation would apply to Haitian government for the formation of a UFRF-affiliated Haitian Foundation or NGO.
  - This entity would be governed by an appointed board with bylaws and board membership consistent by Haitian regulations
  - Board membership to include UFRF and UF appointments as permitted by Haitian regulations
  - Bylaws would require that operational management, processes, and procedure by consistent with UF practices and requirements (subject to Haitian law)
- With this entity in place, UF would contract with this in-country entity to secure labor, facilities, and banking as needed and deemed suitable

- Initial registration and legal costs to be provided for by UFRF
- Initial effort would focus on transitioning all UF activities within the USAID/Haiti-supported project into purview of new entity
- Other UF project needs would be transferred to new entity as agreed upon by project investigators and UF Office of Research leadership
- Business model: All costs directly attributable to projects, and operational support costs to the extent allowed, to be recovered from project sponsors
- UFRF President would report on status of entity operation to UF BOT or designated representative annually or as directed otherwise.
- Operational evaluation to be performed after 3 years to determine long-term path forward.

# Importance of Research in Haiti to Overall Mission and Goals of UF Research

- Characteristics of a Top 5 research university
  - Addresses the most important and relevant challenges facing our planet and generation
  - Does not restrict efforts to theoretical conjecture but seeks to penetrate into theatres where discoveries and insights can have actual impact and validation
    - Emerging pathogens in venues where disease is most prevalent
    - Agriculture and livestock research in areas with prevalent malnutrition
    - Therapeutic clinical trials, enrolling study subjects with serious, sometimes fatal diseases
    - Public health studies in communities with high density of at-risk populations
    - Engagement with high tech startups where UF inventions can be developed into real products for real impact
  - Reputation and impact that reaches well beyond the study halls of the campus, extending across the state, the nation and the world

# Importance of Research in Haiti to Overall Mission and Goals of UF Research

- Addresses Health and Agriculture Issues that Directly Impact Florida
  - Studies of mosquito borne disease in Caribbean basin highly relevant to Florida public health
    - Zika prevalent in Haiti long before emerging on Miami Beach
  - Understanding agriculture resiliency to pathogens for Caribbean regions directly relevant to issues and challenges facing Florida farmers

Request: Approval by the UF BOT for the UFRF to create an affiliated non-profit legal entity in Haiti for the purposes of servicing the in-country needs of UF research and education programs in Haiti.

Questions?



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
COMMITTEE ACTION ITEM GV2  
March 22, 2018**

**SUBJECT:** Amended Articles of Incorporation and Bylaws for Practice Plans

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**BACKGROUND INFORMATION**

The Articles of Incorporation and Bylaws of the various Practice Plans have been amended to make them consistent with the Enhanced Governance Standards that were approved by the Board of Trustees on March 17, 2017. In addition, some amendments have been made to the Articles of Incorporation and Bylaws to bring them in line with current practices. The Practice Plans addressed in this action item are as follows:

- Faculty Associates, Inc.
- Florida Clinical Practice Association, Inc.
- Florida Health Professions Association, Inc.
- College of Nursing Faculty Practice Association, Inc.
- College of Pharmacy Faculty Practice Association, Inc.
- University of Florida Jacksonville Physicians, Inc.
- Florida Veterinary Medicine Faculty Association, Inc.

**PROPOSED COMMITTEE ACTION**

The Committee on Governance is asked to approve GV2, Amended Articles of Incorporation and Bylaws for Practice Plans, for recommendation to the Board of Trustees for approval on the Consent Agenda.

**ADDITIONAL COMMITTEE CONSIDERATIONS**

Board of Governors' approval is not required.

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Supporting Documentation Included: See appendix.

Submitted by: Amy M. Hass, Interim Vice President and General Counsel

**Approved by the University of Florida Board of Trustees, March 23, 2018**

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James W. Heavener, Chair

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W. Kent Fuchs, President and Corporate Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FACULTY ASSOCIATES, INC.

To: Department or State  
Tallahassee, FL 32304

The undersigned, as the Chair or the Board of Directors and the Secretary of FACULTY ASSOCIATES, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on December 7, 2009, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the ~~President~~ of the University of Florida has approved the amendment and restatement; and

That on November 28, 2017, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees have approved the amendment and restatement; and;

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

#### ARTICLE I

##### NAME

The name of the Corporation is FACULTY ASSOCIATES, INC. The principal office and place of business of the Corporation shall be University of Florida College of Dentistry, 1600 S.W. Archer Road, Suite D4-74, Gainesville, Florida 32610.

#### ARTICLE

##### II

##### PURPOSES, LIMITATIONS AND DISSOLUTION

Section 2.1. -- Purposes: The Corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Dentistry, all as determined by The University of Florida Board of



Trustees (“UFBOT”), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the Regulations of the University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, and for the benefit of the University of Florida College of Dentistry provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Dentistry, preferably for its dental programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III  
POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

ARTICLE IV  
MEMBERSHIP

Section 4.1 - Qualification: The Dean of the University of Florida's College of Dentistry (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, the Associate Dean for Clinical Affairs, a College Administrator appointed by the Dean, and each full-time tenured, tenure earning, and full-time non-tenure earning clinical faculty member of the College will be members.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI  
OFFICERS

Section 6.1- Number: The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President who shall be the Associate Dean for Clinical Affairs, ~~and~~ a Secretary/Treasurer, and any other officer as provided in the Bylaws.

**Commented [YB1]:** I add to create flexibility for future adjustments and due to the Chief Administrative Officer

ARTICLE VII  
BOARD OF DIRECTORS

Section 7. 1 - Number: The Board of Directors will consist of the Dean of the College or

designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them ~~or designee~~, the Associate Dean for Clinical Affairs, a College Administrator appointed by the Dean, and two members of the Corporation elected at large in the manner provided in the Bylaws.

**Commented [2]:**

Section 7.2 - Executive Committee: Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: The Dean of the College or designee, the College Administrator appointed by the Dean, Vice President, and Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

**Commented [YB3]:** Is the College Administration always the Secretary/Treasurer? From a corporate formality standpoint, it is a better practice to have two individuals representing the two positions rather than one.

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the member
2. Fill vacancies on the Board or any committee thereof.
3. Amend the Articles of Incorporation and Bylaws:

**Commented [SM4]:** The College Administrator and the Secretary/Treasurer are the same person.

**Commented [SM5]:** Should this say "no authority" or "authority"? "No" as those powers are reserved to the board, UF pres and BOT, respectively

#### ARTICLE VIII STOCK AND DIVIDENDS PROHIBITED

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

#### ARTICLE IX AMENDMENT

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

#### ARTICLE X. OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College

of Dentistry, 1600 S.W. Archer Road, Suite D4-74, Gainesville, Florida 32610. The mailing address of the registered office is P. O. Box 100405, Gainesville, Florida 32610-0405. The name of the Corporation's registered agent at the registered office is ~~Julie Thompson~~ Jean M. Sweitzer.


**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this \_\_\_\_\_ day of ~~November 28~~ December, 2017.

Chairperson of Board of Directors

STATE OF FLORIDA        )  
COUNTY OF ALACHUA)

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for Faculty Associates, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

  
~~Julie~~  
ThompsonJean  
M. Sweitzer  
Registered Agent

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FACULTY ASSOCIATES, INC.

To: Department of State  
Tallahassee, FL 32304

The undersigned, as the Chair or the Board of Directors and the Secretary of FACULTY ASSOCIATES, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on December 7, 2009, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That on November 28, 2017, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees have approved the amendment and restatement; and;

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I  
NAME

The name of the Corporation is FACULTY ASSOCIATES, INC. The principal office and place of business of the Corporation shall be University of Florida College of Dentistry, 1600 S.W. Archer Road,

Suite D4-4, Gainesville, Florida 32610.

**ARTICLE II**  
**PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 2.1. -- Purposes:** The Corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Dentistry, all as determined by The University of Florida Board of Trustees (“UFBOT”), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**Section 2.2. - Limitations on Actions:** All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the Regulations of the University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

**Section 2.3. - Dissolution:** Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, and for the benefit of the University of Florida College of Dentistry provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Dentistry, preferably for its dental programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by

Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III  
POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

ARTICLE IV  
MEMBERSHIP

Section 4.1 - Qualification: The Dean of the University of Florida's College of Dentistry (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean, and each full-time tenured, tenure earning, and full-time non-tenure earning clinical faculty member of the College will be members.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI  
OFFICERS

Section 6.1- Number: The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President who shall be the Associate Dean for Clinical Affairs and Quality, a Secretary/Treasurer, and any other officer as provided in the Bylaws.



ARTICLE VII  
BOARD OF DIRECTORS

Section 7.1 - Number: The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean, and two members of the Corporation elected at large in the manner provided in the Bylaws.

Section 7.2 - Executive Committee: Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: The Dean of the College or designee, the College Administrator appointed by the Dean, Vice President, and Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the member
2. Fill vacancies on the Board or any committee thereof.
3. Amend the Articles of Incorporation and Bylaws.

ARTICLE VIII  
STOCK AND DIVIDENDS PROHIBITED

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

ARTICLE IX  
AMENDMENT


Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

ARTICLE X.  
OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Dentistry, 1600 S.W. Archer Road, Suite D4-4, Gainesville, Florida 32610. The mailing address of the registered office is P. O. Box 100405, Gainesville, Florida 32610-0405. The name of the Corporation's registered agent at the registered office is Jean M. Sweitzer.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of November 28, 2017.


  
\_\_\_\_\_  
Chairperson of Board of Directors

  
\_\_\_\_\_  
Secretary

STATE OF FLORIDA     )  
COUNTY OF ALACHUA)

The foregoing instrument was acknowledge before me this 28 day of November, 2017 by A. Isabel Garcia, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.

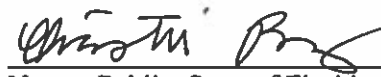


  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

STATE OF FLORIDA     )  
COUNTY OF ALACHUA)


The foregoing instrument was acknowledge before me this 28 day of November, 2017 by Jean M. Sweitzer, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for Faculty Associates, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

  
Jean M. Sweitzer  
Registered Agent

BYLAWS OF  
FACULTY ASSOCIATES, INC.

(Adopted on ~~November 28, 2017~~ ~~December 7, 2009~~)

ARTICLE I  
NAME

The name of this corporation shall be FACULTY ASSOCIATES, INC., a not-for-profit corporation.

ARTICLE II  
PURPOSE

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Dentistry, all as determined by The University of Florida Board of Trustees ("UFBOT"), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

ARTICLE III  
MEMBERSHIP

The membership of the Corporation will consist of the Dean of the College of Dentistry, ("College"), the University of Florida's Senior Vice President for Health Affairs or designee, the Associate Dean for Clinical Affairs, a College Administrator appointed by the Dean, and each full-time tenured, tenure~~d~~ earning and non-tenure earning clinical faculty member of the College.

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ARTICLE IV  
FISCAL YEAR

The fiscal year of the Corporation will begin on the first day of July and end on the last day of June in each year.

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ARTICLE V  
MEETINGS

Section 5.1. Annual Meeting. There shall be an annual meeting of the membership ~~on the first Wednesday of December~~ in December or January of ~~in~~ each year for the purpose of receiving reports of officers, directors and committees and for the transaction of other business. The announcement of the meeting, signed by the secretary, shall be by mail or e-mail, except as herein or by statute otherwise provided, to the last recorded postal address or e-mail address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2. Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for regular meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. Quorum. The presence in person or by proxy of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5. Voting. If the manner of deciding any question has not otherwise been prescribed, it is to be decided by a majority of the votes cast.

Section 5.6. Order of Business. ~~The order of business shall be as follows at all meeting of the Corporation's members, Board of Directors and Executive Committee:~~

Recording the roll.

The order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

ARTICLE VI  
BOARD OF DIRECTORS

Section 6.1. Membership. The Board of Directors will consist of the Dean of the College or designee, the University of Florida's Senior Vice President for Health Affairs or designee, University President or designee, the University of Florida's Vice President for Business Affairs /Chief Operating Officer/Chief Financial Officer or designee of any of them ~~or designee~~, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Commented [YB2]: IOM 01-1

Commented [3]:

Commented [YB6]: IOM 07-21

Section 6.2. Term of Office. The Dean of the College, University President, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the Associate Dean for Clinical Affairs and College Administrator will serve as a member of the board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of ~~two~~ four years with staggered terms. This requires that one of the first two elected members will serve a one-year term. Members may serve more than one term as long as the terms are not consecutive.

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Section 6.3. Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities, and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board of Directors.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan, and the rules and regulations of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4. Meetings of the Board of Directors. Regular meeting of the Board will follow the annual meeting of the membership in December or January, and at any special meeting called by the President or upon the written request of five (5) members of the Board. The Secretary will give five (5) days prior notice of any special meeting to all members of the Board.

Section 6.5. Waiver. Notwithstanding the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside the State of Florida, and any action may be taken thereat, if notice is waived in writing by four-fifths (4/5) of all members of the Board.

Section 6.6. Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairperson for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the Associate Dean for Clinical Affairs and Quality, or the College Administrator, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

Section 6.8 Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the

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President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

ARTICLE VII  
OFFICERS

Section 7.1. Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President who shall be the Associate Dean for Clinical Affairs, and a Secretary/Treasurer who shall be the Administrator appointed by the Dean.

Section 7.2. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside at the respective meetings of the members of the Corporation, the Board of Directors, and the Executive Committee and shall be a member ex officio, with a right to vote, of all committees, with the exception of the nominating committee. The President will also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

Vice President. In case of the death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary. It shall be the duty of the Secretary to: give notice of and attend all meetings of the Corporation and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify officers and members of the Corporation of their election; notify members of the Corporation of their appointment of Committees; furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at a committee chairperson's request, give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence of or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.



Treasurer. The Treasurer shall maintain the Corporation financial reports and keep all account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board or Directors and make a report at the regular meeting or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College, or his designee, and subject to his or her inspection and control. At the expiration of his or her term of office, he or she will deliver over to the Treasurer's successor all books, monies, and other property, or in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The offices of the Secretary and Treasurer may be held by the same person.

Section 7.3. Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.54. The Chief Administrative Officer. The Associate Dean for Clinical Affairs and Quality shall also serve as the Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day-to-day management and operation of the Corporation. The Chief Administrative Officer shall be accountable directly to the Corporation's President and Executive Committee and the President of the University of Florida. The Chief Administrative Officer may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the Board of Directors.

Commented [YB8]: IOM 07-21

Section 7.65. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.76. Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.7 Removal. An officer other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or

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unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE VIII COMMITTEES

Section 8.1. Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the Dean of the College or designee, Vice President, and Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2. Election of "At Large Member." During the ~~month of December in every other year~~ annual meeting, the membership will elect an "At Large Member" to the Board of Directors as vacancies become available. Elected members will serve for a period of four years.

Section 8.3. Standing Committees. At the annual meeting of the Board, or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.4. Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for oversight of the integrity of financial reporting,

internal controls and the independence and performance of the audit function of the Corporation's independent auditors.

Section 8.5. Special Committees. The President may, at any time, appoint other committees on any subject, for which there are no standing committees.

Section 8.6. Committee Quorum. A majority of any committee of the Corporation shall constitute quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decides otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.7. Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.8. Removal. Any committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

#### ARTICLE IX PROFESSIONAL INCOME

Section 9.1. Assignment. Each member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by such member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2. Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department or college to which the member who earned the fees is assigned; or alternately, shall be allocated for and credited to the fund described in Article X Section 10.3.

#### ARTICLE X

## EXPENDITURE OF RECEIPTS

Section 10.1. Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2. Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of charitable, scientific and educational purposes of the University of Florida College of Dentistry and shall be made only after approval by the Dean of the College or her/his designee or approval by the UFBOT when required.

Commented [YB10]: Governance Enhancement

Section 10.3. Dean's Fund. A Dean's Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to twelve percent (12%) of the funds originating from each department.

## ARTICLE XI ADMINISTRATION POLICIES

Section 11.1. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations for the Corporation shall be conducted in strict compliance with the regulations and policies of The University of Florida Board of Trustees and of the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and including UFBOT Governance Enhancement Standards adopted on March 17, 2017, and -any amendments to any of the foregoing in effect upon the adoption of these Bylaws.

Section 11.2. Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time, designated by the Dean of the College. Copies of each audited financial statement and management letter shall be sent not later than the end of the third month after the close of the Corporation's fiscal year to

the President of the University of Florida or his or her designee and the Dean of the College for their review.

Section 11.3. Operating Budget. An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for approval.

ARTICLE XII  
SEAL

The seal of the Corporation shall be more particularly shown in the following impression.

ARTICLE XIII  
AMENDMENTS

The Bylaws of the Corporation and Articles of Incorporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meeting called for that purpose; provided, however, all changes or deletions are subject to written approval of the President of the University of Florida and UFBOT when required.

Commented [YB11]: Governance enhancement

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or their agents against all liabilities and expenses, including where applicable, amounts paid actions, suits or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with the respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment be the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board: any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence given rise to said entitlement.

In the event that at director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification defense for liabilities and expenses noted above, such

individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in the Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agent of the Corporation may be entitled by contract or otherwise by law.

#### ARTICLE XV MISCELLANEOUS

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 Definitions. As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Faculty Associates, Inc.

“Ex Officio” means by virtue or because of an office.

"For cause" means consistent poor performance or actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

“Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the

University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

"University" or "UF" means the University of Florida.

"University President" or "President of the University" means the President of the University of Florida.

In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

By: \_\_\_\_\_

Secretary

Date: \_\_\_\_\_



BYLAWS OF  
FACULTY ASSOCIATES, INC.  
(Adopted on November 28, 2017)

ARTICLE I  
NAME

The name of this corporation shall be FACULTY ASSOCIATES, INC., a not-for-profit corporation.

ARTICLE II  
PURPOSE

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Dentistry, all as determined by The University of Florida Board of Trustees ("UFBOT"), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

ARTICLE III  
MEMBERSHIP

The membership of the Corporation will consist of the Dean of the College of Dentistry, ("College"), the University of Florida's Senior Vice President for Health Affairs or designee, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean, and each full-time tenured, tenure earning and non-tenure earning clinical faculty member of the College.

ARTICLE IV  
FISCAL YEAR

The fiscal year of the Corporation will begin on the first day of July and end on the last day of June in each year.

ARTICLE V  
MEETINGS

Section 5.1. Annual Meeting. There shall be an annual meeting of the membership in December or January of each year for the purpose of receiving reports of officers, directors and committees and for the transaction of other business. The announcement of the meeting, signed by the secretary, shall be by mail or e-mail, except as herein or by statute otherwise provided, to the last recorded postal address or e-mail address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2. Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for regular meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. Quorum. The presence in person or by proxy of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5. Voting. If the manner of deciding any question has not otherwise been prescribed, it is to be decided by a majority of the votes cast.

Section 5.6. Order of Business.

Any question as to priority of business is to be decided by the chairperson without debate.

The order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

ARTICLE VI  
BOARD OF DIRECTORS

Section 6.1. Membership. The Board of Directors will consist of the Dean of the College or designee, the University of Florida's Senior Vice President for Health Affairs or designee, University President or designee, the University of Florida's Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Section 6.2. Term of Office. The Dean of the College, Senior Vice President for Health Affairs, University President, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the Associate Dean for Clinical Affairs and Quality and College Administrator will serve as a member of the board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of four years with staggered terms. This requires that one of the first two elected members will serve a one-year term. Members may serve more than one term as long as the terms are not consecutive.

Section 6.3. Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities, and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board of Directors.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan, and the rules and regulations of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4. Meetings of the Board of Directors. Regular meeting of the Board will follow the annual meeting of the membership in December or January, and at any special meeting called by the President or upon the written request of five (5) members of the Board. The Secretary will give five (5) days prior notice of any special meeting to all members of the Board.

Section 6.5. Waiver. Notwithstanding the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside the State of Florida, and any action may be taken thereat, if notice is waived in writing by four-fifths (4/5) of all members of the Board.

Section 6.6. Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairperson for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the President, Dean, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the Associate Dean for Clinical Affairs and Quality, or the College Administrator, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

Section 6.8 Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the

President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE VII OFFICERS

Section 7.1. Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President who shall be the Associate Dean for Clinical Affairs and Quality, and a Secretary/Treasurer who shall be the Administrator appointed by the Dean.

Section 7.2. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside at the respective meetings of the members of the Corporation, the Board of Directors, and the Executive Committee and shall be a member ex officio, with a right to vote, of all committees, with the exception of the nominating committee. The President will also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

Vice President. In case of the death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary. It shall be the duty of the Secretary to: give notice of and attend all meetings of the Corporation and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify officers and members of the Corporation of their election; notify members of the Corporation of their appointment of Committees; furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at a committee chairperson's request, give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer shall maintain the Corporation financial reports and keep all account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board or Directors and make a report at the regular meeting or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College, or his designee, and subject to his or her inspection and control. At the expiration of his or her term of office, he or she will deliver over to the Treasurer's successor all books, monies, and other property, or in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The offices of the Secretary and Treasurer may be held by the same person.

Section 7.3. Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.4. The Chief Administrative Officer. The Associate Dean for Clinical Affairs and Quality shall also serve as the Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day-to-day management and operation of the Corporation. The Chief Administrative Officer shall be accountable directly to the Corporation's President and Executive Committee and the President of the University of Florida. The Chief Administrative Officer may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the Board of Directors.

Section 7.5. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.6. Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.7 Removal. An officer other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

ARTICLE VIII  
COMMITTEES

Section 8.1. Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the Dean of the College or designee, Vice President, and Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2. Election of "At Large Member." During the annual meeting, the membership will elect an "At Large Member" to the Board of Directors as vacancies become available. Elected members will serve for a period of four years.

Section 8.3. Standing Committees. At the annual meeting of the Board, or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.4. Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the Corporation's independent auditors.

Section 8.5. Special Committees. The President may, at any time, appoint other committees on any subject, for which there are no standing committees.

Section 8.6. Committee Quorum. A majority of any committee of the Corporation shall constitute quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decides otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.7. Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.8. Removal. Any committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE IX PROFESSIONAL INCOME

Section 9.1. Assignment. Each member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by such member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2. Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department or college to which the member who earned the fees is assigned; or alternately, shall be allocated for and credited to the fund described in Article X Section 10.3.

## ARTICLE X EXPENDITURE OF RECEIPTS

Section 10.1. Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.



Section 10.2. Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of charitable, scientific and educational purposes of the University of Florida College of Dentistry and shall be made only after approval by the Dean of the College or her/his designee or approval by the UFBOT when required.

Section 10.3. Dean's Fund. A Dean's Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to twelve percent (12%) of the funds originating from each department.

## ARTICLE XI ADMINISTRATION POLICIES

Section 11.1. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations for the Corporation shall be conducted in strict compliance with the regulations and policies of The University of Florida Board of Trustees and of the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and including UFBOT Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2. Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time, designated by the Dean of the College. Copies of each audited financial statement and management letter shall be sent not later than the end of the third month after the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College for their review.

Section 11.3. Operating Budget. An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for approval.

ARTICLE XII  
SEAL

The seal of the Corporation shall be more particularly shown in the following impression.

ARTICLE XIII  
AMENDMENTS

The Bylaws of the Corporation and Articles of Incorporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meeting called for that purpose; provided, however, all changes or deletions are subject to written approval of the President of the University of Florida and UFBOT when required.

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or their agents against all liabilities and expenses, including where applicable, amounts paid actions, suits or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with the respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment be the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board: any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence given rise to said entitlement.

In the event that at director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification defense for liabilities and expenses noted above, such

individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in the Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agent of the Corporation may be entitled by contract or otherwise by law.

## ARTICLE XV MISCELLANEOUS

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

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Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 Definitions. As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Faculty Associates, Inc.

“Ex Officio” means by virtue or because of an office.

“For cause” means consistent poor performance or actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

“Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the

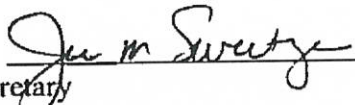
University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

"University" or "UF" means the University of Florida.

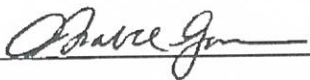
"University President" or "President of the University" means the President of the University of Florida.

In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

**I HEREBY CERTIFY THAT** the forgoing Amended and Restated Bylaws are the Bylaws of the Faculty Associates, Inc., and were adopted by the Board of Directors on November 28, 2017 and will be effective upon approval by the University of Florida Board of Trustees.

By:   
Secretary

Date: 11/28/17

By:   
Dean

Date: 11/28/17

STATE OF FLORIDA )  
COUNTY OF ALACHUA)

The foregoing instrument was acknowledge before me this 28 day of November, 2017 by A. Isabel Garcia, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.



Christina Perez  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

STATE OF FLORIDA )  
COUNTY OF ALACHUA)

The foregoing instrument was acknowledge before me this 28 day of November, 2017 by Jean M. Sweitzer, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.



Christina Perez  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

**BYLAWS OF  
FLORIDA CLINICAL PRACTICE ASSOCIATION, INC.**  
(Revised \_\_\_\_\_) (Date)

Amended and Restated: \_\_\_\_\_, 2017

**BYLAWS OF**  
**FLORIDA CLINICAL PRACTICE ASSOCIATION, INC.**  
**(Amended and Restated on (Date))**

**ARTICLE 1**  
**NAME**

The name of this Corporation shall be Florida Clinical Practice Association, Inc. (A Not for Profit Corporation).

**ARTICLE 2**  
**PURPOSE**

The objects and purposes for which this Corporation is organized and the nature of its business and activities are as set forth in the Articles of Incorporation, Florida Statutes §§ 1001.706, 617.0302 and the University of Florida Board of Trustees Internal Operating Memorandum No. 07-21, all as may be amended from time to time.

**ARTICLE 3**  
**MEMBERSHIP**

The membership of the Corporation shall consist of all clinical faculty who ~~are employed full or part time by the University of Florida College of Medicine, serve full time on the faculty of the University of the College of Medicine~~ the Dean of the College of Medicine, the Senior Vice President for Health Affairs at the University or designee, Senior Associate Dean ~~for Clinical Affairs~~ of the University of Florida College of Medicine, the Executive Vice President (if any) of the Corporation and each Chair of a Clinical Department of the College of Medicine. At such time as any member other than the Dean of the College of Medicine, the Senior Vice President for Health Affairs at the University, Senior Associate Dean ~~for Clinical Affairs~~ of the University of Florida College of Medicine and ~~CEO of University of Florida Physicians~~, the Executive Vice President (if any) or any Chair of a Clinical Department shall cease to be a full time member of the faculty of the University of Florida College of Medicine, his or her membership in this Corporation shall be deemed automatically terminated.

**ARTICLE 4**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 5**  
**MEMBERSHIP MEETINGS**

**Section 1. Special Membership Meetings.** There are no required regular meetings of the Members. Special meetings of the Members may be called by the Board of Directors, or the Chairperson of the Board of Directors, at its or his or her discretion. Upon the written request of twenty percent (20%) of the corporate membership, the Board of Directors shall call a special meeting of the Members to consider a specific subject. The announcement of a special membership meeting shall be transmitted to Members by electronic mail, except as otherwise provided by statute, at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation.



**Section 2. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of the Corporation may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Member having the right to vote and attending the meeting, or (b) attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/~~Treasurer~~ in advance of the meeting.

**Section 3. Quorum.** A majority of the Members of the Corporation shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten (10) days later following five (5) days' notice to non-attending Members.

**Section 4. Voting/Proxies.** If the manner of deciding any matter before the membership of the Corporation has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority of the votes cast. However, Members entitled to vote shall not be permitted to vote or act by proxy.

**Section 5. Presiding Officer.** The ~~Chairperson~~President, or in his or her absence the ~~President/CEO~~Chairperson, will preside at meetings of the Members of the Corporation. In the absence of the ~~President and~~ Chairperson ~~and President/CEO~~ of the Board, the ~~Chairperson~~President shall designate an individual to chair the meeting, or if this does not occur, the quorum present may choose a chairperson for the meeting.

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

**Section 1. Powers and Duties.** Except as set forth in the following paragraphs or as required by law or the University of Florida (UF) Board of Trustees, the property, affairs, activities and concerns of this Corporation shall be managed by the Board of Directors and by officers, agents and employees of the Corporation acting under authority of said Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to the officers.

(a) **Priority Actions.** Notwithstanding any other provision, the following actions of the Board of Directors, the authority for which may not be delegated, shall be taken by it as Priority Actions, as defined in Article 16, (and this shall be deemed a substantive requirement of these Bylaws):

- (1) approval of thresholds for transaction of Corporation business under Article 6, Sections 1(c) and (d);
- ~~(2) approval of the annual operating budget;~~
- ~~(3) approval of the capital budget;~~
- (2) approval of the annual operating budget, unless the operating budget includes privately funded facilities in excess of \$2,000,000, which requires approval of the President of the University with concurrence of the Chair of the UF Board of Trustees and notice to the Vice Chair of the UF Board of Trustees;
- (3) approval of the capital budget, unless the capital budget is in excess of \$10,000,000 or includes privately funded capital facilities in excess of \$2,000,000, either of which requires approval of the President of the University with concurrence of the Chair of the UF Board of Trustees and notice to the Vice Chair of the UF Board of Trustees;
- (4) approval of the use of University resources by the Corporation;
- (5) approval of spending policies, asset allocation and investment policies for long- and short-term needs of the Corporation and the University of Florida College of

Medicine, and real estate and other capital asset acquisition and disposition policies, all of which shall be established and acted on by the Board of Directors (and shall designate which actions require the University President's ratification under said policies);

- (6) approval of the Corporation's conflict of interest policies;
- ~~(7)~~ approval of the charter of the audit committee (which is established under Article 9, Section 4);
- ~~(8)~~ (7) amendment of the Articles of Incorporation and these Bylaws, subject to the amendatory requirements as set forth by the University of Florida Board of Trustees; and
- ~~(9)~~ (8) Any voluntary dissolution, merger or consolidation of the Corporation or the sale or transfer of all or substantially all of the Corporation's assets, or the creation of any subsidiary or of any auxiliary organization, which also requires approval of the UF Board of Trustees.

Written affirmative ratification by the University President, sent to the Chairperson, is required in order for the Priority Action to become effective. If written ratification is not received by the Chairperson within ninety days after notice to the University President of the need for ratification, then the Priority Action shall be deemed not ratified and shall not take effect.

(b) **Non-delegable Duties.** Except as otherwise provided herein or through means of duly adopted policies and guidelines, the Board of Directors shall have the authority to exercise the following powers, which may not be delegated unless required by law or the University of Florida Board of Trustees:

- (1) The adoption of any strategic plan developed for the Corporation;
- (2) Major financing, refinancing and debt prepayments;
- (3) Asset sales equal to or greater than \$50,000;
- (4) Transfer of any assets worth more than \$25,000 to other entities or individuals;
- (5) Execution of any contract for the provision of unbudgeted obligations equal to or greater than \$250,000;
- (6) Any unbudgeted expenditures equal to or greater than \$250,000; ~~and~~
- (7) Any enforcement of claims settlement greater than \$1,000,000 requires approval of the President of the University with concurrence of the Chair of the UF Board of Trustees and notice to the Vice Chair of the UF Board of Trustees;
- (8) Any enforcement of claims settlement greater than \$750,000 and equal to or less than \$1,000,000 requires approval of the President of the University after conferring with the Chair of the UF Board of Trustees and notifying the Vice Chair of the UF Board of Trustees;
- (9) Any enforcement of claims settlement equal to or less than \$750,000 requires approval of the President of the University and
- ~~(7)~~ (10) Any other transaction which can reasonably be expected to have a material impact on the financial position or operations of the Corporation.

(c) **Execution of Corporation Documents.** The Chairperson, President, ~~CEO,~~ ~~and~~ Vice Presidents and Executive Vice President are authorized to execute in the name of the Corporation, with the Secretary/~~Treasurer~~ attesting if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board of Directors or these Bylaws and complying with all applicable Corporation and University policies, or necessary to effectuate the purposes of the Corporation, provided that any authority involving the Corporation's contracting, debts, financial obligations, or any regulated activities, shall be within thresholds established by the Board of Directors or the University of Florida's Board of Trustees. The ~~President~~ CEO may delegate in writing his or her duties under this section to other Officers or Corporation employees in the areas of their responsibility and expertise.

(d) **Bonds and Debt.** Subject to Article 6, Section 1(a), but notwithstanding any other provision of these Bylaws, the Board of Directors shall be required to approve and the University of Florida Board of Trustees' ratification is required for (a) any action by the Corporation that would have a reasonable likelihood of adversely affecting the bond credit rating of the Corporation and (b) the issuance of all bonds, the incurrence of all debt, and the guarantee of any debt by the Corporation above thresholds to be established by the Corporation's Board of Directors.

**Section 2. Directors.** The Directors of the Corporation shall be full voting members of the Board of Directors and shall include:

- (a) The Dean of the University of Florida College of Medicine;
- (b) The Senior Associate Dean [for Clinical Affairs](#) of ~~the~~ University of Florida College of Medicine & CEO of University of Florida Physicians ;
- ~~(c) The Senior Associate Dean for Clinical Affairs of University of Florida College of Medicine, unless such individual is a chairperson of a clinical department of the University of Florida College of Medicine;~~
- ~~(d)~~(c) A representative of the University of Florida Board of Trustees, who may or may not be a Trustee, appointed by the Chairperson of the University of Florida Board of Trustees or by his or her designee;
- ~~(e)~~(d) The President of the University of Florida, or his or her designee;
- ~~(f)~~(e) The Senior Vice President for Health Affairs, or his or her designee;
- ~~(g)~~(f) The University of Florida Chief Operating Officer, Chief Financial Officer, or Vice President for Business Affairs, or a designee for any of them, as determined by the University President;
- ~~(h)~~(g) The Chairperson of each of the clinical departments of the University of Florida College of Medicine;

**Section 3. Terms of Office.** Each Director will serve so long as he or she holds the office or the position that resulted in placement on the Board of Directors, except that any person who is serving as the designee of an official shall serve until a successor is appointed by his or her designator. The Board of Trustees representative appointed by the Chairperson of the University of Florida Board of Trustees, or his or her designee, and the [University](#) President's designee appointed by the [University](#) President shall serve at the discretion of the Board of Trustees Chairperson or his or her designee or the [University](#) President, respectively.

**Section 4. Additional Advisors.** The Board or the Chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

**Section 5. Vacancies.** Whenever a vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay in the same manner and by the same appointing or designating authority specified for the position or by the hiring authority for the position at the University of Florida.

**Section 6. Compensation.** Members of the Board of Directors shall receive no compensation for serving on the Board. Directors may, however, be reimbursed for reasonable expenses they incur in the course of carrying out their duties. Directors shall exercise good judgment and act prudently when incurring expenses for the account of the Corporation.

**Section 7. No Favoritism.** The members of the Board of Directors shall not be favored in applying for or receiving the services of the Corporation.

**Section 8. Disclosure.** The Board of Directors shall adopt a Conflict of Interest Policy. The Policy may only be amended upon approval by seventy-five percent (75%) of the Directors and ratification by the Senior Vice President for Health Affairs and the President of the University. Any Director for whom there may exist a Conflict of Interest, as defined in the Policy, shall disclose such possible Conflict of Interest to the Board at the time it arises. Any Director for whom there is or may exist a Conflict of Interest shall refrain from discussion (except to provide factual information if asked by the Board during discussion) or, to the extent permitted by laws, any vote on any such matter and shall not be physically present in the room at the time any vote is taken thereon.

**Section 9. Removal.** Notwithstanding any other provision, a Director may be removed “for cause” by the President of the University after consultation with the Corporation’s Board of Directors or the Chairperson of the Board, or other designated officer, as the Corporation’s authorized executive for this purpose.

## **ARTICLE 7**

### **BOARD OF DIRECTORS MEETINGS**

**Section 1. Regular/Special Board Meetings.** Regular meetings of the Board of Directors shall be held at times scheduled by the Secretary/~~Treasurer~~ and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. The Board shall have at least ~~six (6)~~four (4) meetings annually. Special meetings of the Board may be called by the Chairperson of the Board or upon the written request of five (5) members of the Board. ~~The Secretary/~~Treasurer~~ shall give five (5) days prior notice of any special meeting to all Directors.~~ shall give five (5) days prior notice of any special meeting to all Directors. That notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting. Notwithstanding any other provision of these Bylaws, any notice required by these Bylaws, and any limitations on action tied to such notice, shall be deemed waived if the waiver of notice is given by all directors entitled to vote, either expressly in writing, or implicitly by their attendance at the meeting without reservation expressed at the beginning of the meeting. All meetings of the Board shall comply with applicable law, as such law may allow these Bylaws, or action by the Board, to make changes in otherwise required procedure or actions.

#### **Section 2. Attendance at Board Meetings.**

- (a) **Minimum Attendance Required.** Members of the Board of Directors shall be expected to attend at least one-half (½) of the meetings per fiscal year of the Board and of Board committees of which they are members. Minutes of such meetings will indicate attendance.
- (b) **Attendance via Communications Equipment.** A Director may participate in any regular or special meeting of the Board by, or the Board may conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting and any other attendees may simultaneously speak and hear each other during the meeting. A Director participating in a meeting by this means will be deemed to be present in person at the meeting for purposes of determining a quorum.

**Section 3. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Director having the right to vote and attending the meeting, or (b)

attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/~~Treasurer~~ in advance of the meeting.

**Section 4. Quorum.** A majority of the Members of the Board of Directors at a duly noticed meeting shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to another date following five (5) days' notice to non-attending Directors.

**Section 5. Voting/Proxies.** If the manner of deciding any matter before the Board has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority vote of those present and voting at a meeting at which a quorum is present. Directors shall not be permitted to vote or act by proxy. Each individual Director shall only have one vote.

**Section 6. Presiding Officer.** The ~~Chairperson~~President, or in his or her absence the ~~President/CEO~~Chairperson, will preside at meetings of the Board of Directors. In the absence of the ~~President of the Board and the~~ Chairperson of the ~~Board and the President/CEO of the~~ Corporation, the meeting will be run by a Director designated by the ~~Chairperson~~President. If no such designation has occurred, the next highest ranking officer of the Corporation will designate a Director to serve as the chairperson for the meeting.

**Section 7. Order of Business.** The order of business shall be decided by the Chairperson. The order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

## **ARTICLE 8** **OFFICERS**

**Section 1. Number.** The Officers of the Corporation shall be a Chairperson, ~~President~~Chief Executive Officer (CEO), First Vice President, Second Vice President, Third Vice President, Secretary and Executive Vice President/~~Treasurer~~, and such other officers as may be designated by the Board of Directors. ~~The~~The Board of Directors may select an Executive Vice President of the Corporation ~~and will also serve as the Treasurer, and the Board of Directors and~~ may delegate the responsibility for the day to day management and operation of the Corporation to the Executive Vice President. Except for the person to be selected as the Executive Vice President/~~Treasurer and Secretary~~, only a person who is a member of the Corporation's Board of Directors, may serve as an officer of the Corporation.

**Section 2. Method of Election and Term.** The Board of Directors shall elect all officers other than the Chairperson, ~~President~~CEO, ~~Executive Vice President/Treasurer and Secretary~~. A majority vote of those voting when a quorum is present shall be necessary for the election of an officer. Each elected officer shall serve for a term of one (1) year.

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

- (a) **Chairperson.** The office of the Chairperson of the Board will be filled by the incumbent of the position of the Dean of the University of Florida College of Medicine and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. ~~The Chairperson of the Board shall preside at all meetings of the Board of Directors.~~ In general, he or she shall perform all duties usually incident to the office of the Chairperson and such other duties as may be assigned to him or her by the Board of Directors or these Bylaws. The Chairperson shall appoint all committees and their chairpersons, other than the Executive Committee.

(b) President~~4~~. The President shall preside at all meetings of the Board of Directors and any other duties as assigned by the Chairperson.

(b)(c) Chief Executive Officer (CEO). The ~~office~~position of the ~~President~~/CEO will be filled by the incumbent of the position of the Senior Associate Dean for clinical affairs of the University ~~& CEO of University~~ of Florida Physicians College of Medicine and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. The ~~President~~/CEO shall communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the ~~President~~/CEO and such other duties as may be assigned to him or her by the Board of Directors, the Chairperson or these Bylaws. The ~~President~~/CEO shall perform the duties of the Chairperson in the absence of the Chairperson.

(e)(d) Vice Presidents. The Vice Presidents shall perform such duties as delegated by ~~the~~ ~~President~~/CEO of the Corporation. In case of the death or absence of the ~~President~~/CEO, or of his or her inability from any cause to act, the First Vice President, the Second Vice President, or the Third Vice President, in that order, shall perform the duties of the ~~President~~/CEO.

(d)(e) ~~Secretary/Treasurer~~. The Secretary will be filled by the incumbent of the position of the Deputy General Counsel for Health Affairs for the University of Florida and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. It shall be the duty of the Secretary/~~Treasurer~~, or his or her designee(s), to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify the officers and members of the Corporation of their appointment on committees; to furnish the chairperson of each committee with a copy of the vote under which the committee is appointed, and at his or her request give notice of the meetings of the committee; and generally devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary/~~Treasurer~~, the Chairperson may appoint a Secretary/~~Treasurer~~ pro tempore. ~~The Secretary/Treasurer, or his or her designee(s), shall be the keeper of the Corporation's seal.~~

The Secretary/

(f

(e) Executive Vice President/Treasurer. The Executive Vice President/Treasurer will be filled by the incumbent of the position of Executive Director of Finance and Administration for the University of Florida, College of Medicine. ~~The Board of Directors shall may appoint an Executive Vice President/Treasurer to serve at the pleasure of the Board or for such other term as fixed by a contract between the Corporation and the Executive Vice President/Treasurer.~~ The Executive Vice President/Treasurer shall be an ex officio non-voting member of the Executive Committee, the Board of Directors, and all committees appointed by the Board of Directors. The Executive Vice President/Treasurer shall also be responsible for the day to day management of the Corporation. The Executive Vice President/Treasurer shall be accountable directly to the Corporation's President, CEO and Executive Committee.

~~The Executive Vice President~~/Treasurer, or his or her designee(s), shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers submitted in accordance with the Corporation's Board-approved authorized levels or, subject to the thresholds established and ratified as required by Article 6, Section 1, otherwise approved in writing by any member of the Board of Directors and the Dean of the University of Florida College of Medicine or his or her designee. The ~~Secretary~~~~Executive Vice President~~/Treasurer, or his or her designee, shall deposit all sums received in a bank, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the ~~President~~/CEO.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the University of Florida College of Medicine, or his or her designee, and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a ~~Secretary~~~~an Executive Vice President~~/Treasurer-elect, to the ~~President~~/CEO.

~~(e) Executive Vice President. The Board of Directors may appoint an Executive Vice President to serve at the pleasure of the Board or for such other term as fixed by a contract between the Corporation and the Executive Vice President. The Executive Vice President shall be an ex officio non-voting member of the Executive Committee, the Board of Directors, and all committees appointed by the Board of Directors. The Executive Vice President shall also be responsible for the day to day management of the Corporation. The Executive Vice President shall be accountable directly to the Corporation's President/CEO and Executive Committee.~~

**Section 4. Vacancies.** All vacancies in any office, except those of the Chairperson, ~~the CEO, Secretary and the Executive Vice President/CEO, Treasurer~~ shall be filled by the Board of Directors, without undue delay, at any regular meeting or at a meeting specifically called for that purpose. A vacancy in the position of the Chairperson shall be filled by appointment of the President of the University of Florida. In the case of the ~~President/CEO~~, the vacancy shall be filled by appointment by the Dean of the University of Florida College of Medicine upon prior consent of the President of the University of Florida. In the case of the Secretary or Executive Vice President/Treasurer, the vacancy shall be filled by appointment by the CEO.

**Section 5. Compensation of Officers.** The officers shall receive no salary or compensation from the Corporation in their role as an officer.

**Section 6. Removal.** Any Officer, other than the Chairperson and ~~President/CEO~~, may be removed by a two-thirds vote of the Directors present and voting whenever, in the Board's judgment, the interests of the Corporation would be best served. The ~~Secretary and Executive Vice President/Treasurer~~ may be removed, with or without cause, by a vote of at least a majority of the Board of Directors whenever, in the Board's judgment, the interests of the Corporation would be best served. Any Officer may be removed for cause or unacceptable performance by the University President after consultation with the Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose (however, consultation shall not be required for the University President to change the incumbent of any University position, even if that results in a change to the individual serving as an Officer of the Corporation).

## **ARTICLE 9** **COMMITTEES**

**Section 1. Standing Committees.** The committees named in these Bylaws shall be Standing Committees. In addition, the Chairperson may, subject to the Board's approval, appoint such Standing Committees as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Unless disbanded by a majority vote of the Board, Standing Committees will be permanent. The Chairperson shall appoint all members of Standing Committees, except as otherwise provided by these Bylaws, and, subject to the Board's approval, appoint Standing Committee chairpersons. Each Standing Committee Chairperson must be a current member of the Board of Directors. Except for the membership of the Audit Committee as set forth in Section 4 below, Standing Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation provided that a majority of the Standing Committee members are Directors. Standing Committees shall report to the Board of Directors at each regular meeting of the Board.

**Section 2. Special Committees.** The Board by resolution, or the Chairperson or the ~~President~~/CEO at any time, may create and appoint the chair and members of such other committees to act in an advisory capacity on any subject for which there are no Standing Committees. These committees will be referred to as Special Committees. Special Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation. In the case of a Special Committee created by Board resolution, such resolution shall prescribe the subject matter to be addressed by the Special Committee and the period of its existence. Special Committees shall report to the Board of Directors on a semi-annual basis unless otherwise instructed by the Board or the Chairperson or the ~~President~~/CEO.

**Section 3. Executive Committee.** The Executive Committee will be a Standing Committee. The membership of the Executive Committee will include the ~~representative of the University of Florida Board of Trustees, the President of the University or his or her designee, and the~~ Corporation's Chairperson, ~~President~~/CEO, Vice Presidents, Secretary/~~Treasurer~~, and Executive Vice President/~~Treasurer~~. Notwithstanding any other provision of these Bylaws, the Chairperson may, at his or her discretion, appoint other members of the Executive Committee, but the Executive Committee's membership may be limited to those individuals named above. Subject to the limitations contained in the Amended and Restated Articles of Incorporation, the Executive Committee shall have such powers and authority as the Board of Directors of the Corporation may delegate to it.

Minutes of all Executive Committee meetings shall be recorded in their entirety and forwarded to the members of the Board of Directors within thirty (30) days. Notwithstanding any other provision of these Bylaws, the Dean of the University of Florida College of Medicine shall serve as Chairperson of the Executive Committee. The Executive Committee shall meet at least semi-annually or at such other times as deemed necessary by its Chairperson.

**Section 4. Audit Committee.** The Audit Committee will be a Standing Committee. The Board of Directors shall appoint the members of the Audit Committee. The membership of the Audit Committee may include members of the Finance Committee and the Board of Directors, but such individuals shall not make up a majority of the Audit Committee's membership. The University President shall serve, or may designate the University's Chief Operating Officer or Chief Financial Officer to serve, as an ex-officio voting member of the Audit Committee. The purpose of the Audit Committee shall be to assist the Board in fulfilling its fiduciary oversight responsibilities, including oversight of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance, as well as the independence and performance of internal and external auditors, by engaging the Corporation's external and internal auditors, setting the annual audit plans with the auditors, reviewing and approving the annual audits of the Corporation, reviewing and reporting significant financial risk exposures and mitigation plans, and reviewing and approving the IRS Form 990. The external auditor shall report directly to the



Audit Committee. A copy of the annual audit report and management letter(s) shall be provided to all members of the Board of Directors and the University President, if he or she is not a member.

**Section 5. Finance Committee.** The Finance Committee will be a Standing Committee and will provide financial review and oversight to the Board for a broad range of fiscal, business development and management issues and policies, including the establishment and implementation of an investment policy to enhance and protect corporate funds.

- (a) **The Finance Committee Chair.** The Chair of the Finance Committee will be appointed by the ~~President~~/CEO with the consent of the Chairperson of the Board. To be eligible for appointment as the Chair of the Finance Committee, the individual must have been a member of the Finance Committee for a minimum of three (3) years and have demonstrated knowledge of corporate healthcare financial issues. The Chair will be appointed for one term of five (5) years.
- (b) **Finance Committee Members.** The Finance Committee will have no fewer than eight (8) members and no more than twelve (12) members, excluding the Finance Committee Chair. The remaining membership of the Finance Committee will be comprised of, and maintained at, fifty percent (50%) Department Chairs and fifty percent (50%) faculty of the University of Florida College of Medicine. To be eligible to serve as members of the Finance Committee, faculty must have a minimum of seven (7) years of experience in academic medicine. ~~One of the members of the Finance Committee must be a faculty member from the Department of Community Health and Family Medicine.~~ Except for the specified ex-officio member, all members will be appointed by the ~~President~~/CEO, with the consent of the Chairperson of the Board, and the term of service will be as outlined in the Finance Committee charter, but will not exceed eight (8) years in the total of successive terms.

**Section 6. Committee Quorum.** A majority of the voting members of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall, by a majority of its entire membership, decide otherwise.

**Section 7. Committee Vacancies.** The authority which originally appointed a committee member shall have the power to fill any vacancy on the committee.

**Section 8. Committee Member Ratification by President.** Any committee member may be removed, with or without cause, by a vote of at least a majority of the Corporation's Board of Directors, and any committee member may be removed for cause by the President of the University after consultation with the conflict-free members of the Corporation's Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

## **ARTICLE 10** **INDEMNIFICATION**

**Section 1. Indemnification.** Every Director and Officer of the Corporation and all members of Committees of the Corporation, whether or not Directors, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer or Committee Member in connection with any proceeding, including any appeal, or any settlement of any proceeding, or a threat thereof, to which the individual may be a party or in which he or she becomes

involved as a result of or in the course of serving as a Director, Officer or Committee Member. The indemnified party does not have to be a Director, Officer or Committee Member at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, or in the case of settlement of a threat of a proceeding, the indemnification shall apply only upon approval by the Board of Directors as being in the best interests of the Corporation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

**Section 2. Exceptions and Limitations.** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Corporation, if prohibited by law, or if a two-thirds vote of the members of the Board of Directors then serving determines the otherwise indemnified person acted in bad faith or with willful misconduct. A current or former Director, Officer or Committee Member is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time. The Board of Directors may arrange and pay for appropriate insurance to cover all such losses and expenses. Nothing in these Bylaws shall waive or derogate from the application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under this and the prior Section shall be provided to the indemnified person 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 Corporation to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

## **ARTICLE 11** **DISTRIBUTION OF NET RECEIPTS**

**Section 1. Distribution of Net Receipts.** The accumulation, expenditure and distribution of the net receipts of the Corporation shall be exclusively for the improvement and support of ~~medical education~~[the educational, clinical and research endeavors](#) at the University of Florida College of Medicine.

**Section 2. Dean's Fund.** A Dean's Fund shall be established for the exclusive use of the Dean of the University of Florida College of Medicine, in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the University of Florida College of Medicine. The amount to be distributed to this fund by the Corporation shall be determined by the Dean of the University of Florida College of Medicine, with the approval of the Board of Directors as part of the annual Budget approval.

## **ARTICLE 12** **PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Corporation all cases to which they are applicable and in which they are not inconsistent with the Articles and Bylaws of the Corporation.

## **ARTICLE 13** **AMENDMENTS**

**Section 1. Articles of Incorporation.** The Articles of Incorporation may be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to the Articles of Incorporation, including a copy of the proposed amendment, will be mailed to each member of

the Board of Directors not fewer than ~~seven~~ (five (5)) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Articles of Incorporation shall not become effective until ratified by the Dean of the University of Florida College of Medicine, the Senior Vice President for Health Affairs, and the President of the University as the designee of the Board of Trustees. Any amendments to the Articles of Incorporation shall not become effective until approved by the University of Florida Board of Trustees.

**Section 2. Bylaws.** The Bylaws of this Corporation shall be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, will be mailed or electronically distributed to each member of the Board of Directors not fewer than ~~seven~~ (five (5)) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Bylaws shall not become effective until ratified by the Dean of the University of Florida College of Medicine, and the Senior Vice President for Health Affairs, ~~and the~~. Any amendments to the Bylaws shall require approval of the President of the University ~~as the designee~~ with concurrence of the Chair of the UF Board of Trustees and notice to the Vice Chair of the UF Board of Trustees.

## **ARTICLE 14**

### **ADMINISTRATIVE POLICIES**

**Section 1. Affairs and Operations.** Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the University of Florida Board of Trustees Internal Operating Memorandum No. 07-21, as may be amended from time to time.

**Section 2. Financial Audits and Reports.** An annual financial audit of the Corporation's books and records, including a management letter, shall be conducted by an independent Certified Public Accountant. Upon completion, a copy of the annual audit report, management letters, and any supplemental data requested by the Board of Governors, the University Board of Trustees, and the Auditor General shall be considered public records pursuant to Section 119.07, Florida Statutes. The audit shall be completed and, together with management's responses, submitted to the President of the University or his or her designee not later than three (3) months after the close of the Corporation's fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report concerning material results of the Corporation's audits to the Board of Trustees. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time as designated by the President of the University of Florida or his or her designee in consultation with the Dean of the University of Florida College of Medicine.

## **ARTICLE 15**

### **GENERAL PROVISIONS**

**Section 1. Annual Budget.** ~~The~~ Except as set forth in Article 6 of these Bylaws or as required by law or the University of Florida Board of Trustees, the Corporation shall adopt an annual operating/capital budget, which shall be recommended by the Dean of the University of Florida College of Medicine and the Senior Vice President for Health Affairs and which shall be submitted to the President of the University or his or her designee for approval not later than sixty (60) days after the first day of the fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report concerning the Corporation's approved budgets and financial performance to the Board of Trustees.

**Section 2. Public Access to Records.** Public access to the Corporation's records and meetings shall be governed by Florida Statutes § 1004.30.

**Section 3. Use of University Name or Resources.** The President of the University of Florida shall, at all times, monitor and retain control over the use of the University of Florida name and resources to ensure that the Corporation’s activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.

**Section 4. Written Policies.** The Corporation shall maintain written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment, and a code of business conduct, which shall be approved by the Board of Directors and shall be consistent with all University of Florida policies.

**Section 5. Conflicts of Interest.** Conflicts of interest shall be determined, disclosed, and managed by a Conflicts of Interest Policy adopted by the Board of Directors.

## **ARTICLE 16**

### **DEFINITIONS**

1. “Board of Trustees” means the University of Florida Board of Trustees.
- ~~22.~~ [“Claims Settlement” means a resolution between disputing parties about a legal case. Claims Settlement shall not mean adjudication of managed care or similar payor contracts prior to court action.](#)
- ~~3.~~ “Directors” means the members of the Board of Directors of the Corporation.
- ~~34.~~ “For cause” means actions or omissions that may adversely reflect on the interests or reputation of the Corporation or the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation’s authorized executive for this purpose. Any such determination may be made by the University President at any time and need not depend on the conclusion of any external determination or process.
- ~~45.~~ “Corporation” means the Florida Clinical Practice Association, Inc.
- ~~56.~~ “Officers” means the Chairperson, President, ~~4.~~ CEO, Vice President, Secretary, [Executive Vice President](#)/Treasurer, and such other officers as may be designated by the Board of Directors, including the Executive Vice President.
- ~~67.~~ “Priority Action” means an action of the Board of Directors that affects critical interests, assets or the reputation of the University and, consequently, in order to be effective, requires written ratification by the University President; these are specified in Article 6, Section 1. Only the Board of Directors, however, can cause a Priority Action or any other action of the Board of Directors to be taken, as that is the purview of the Board of Directors and requires a vote of a majority of the directors at a meeting at which quorum is present (or such other vote of the Directors as may be specified for the action by these Bylaws or applicable law).
- ~~78.~~ “Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation’s authorized executive for this purpose.

8. \_\_\_\_\_

9. \_\_\_\_\_ “University” or “UF” means the University of Florida.

10. \_\_\_\_\_

9. \_\_\_\_\_ “University President” or “President of the University” means the President of the University of Florida.

~~1011~~. In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary ~~Treasurer~~.

**I HEREBY CERTIFY THAT** the forgoing Revised and Restated Bylaws are the Bylaws of the Florida Clinical Practice Association, Inc., and were adopted by the Board of Directors on

\_\_\_\_\_ and will be effective \_\_\_\_\_ as of \_\_\_\_\_.

By: \_\_\_\_\_

~~David S. Guziek, M.D., Ph.D.  
Senior Vice President, Health  
Affairs, University of Florida  
President, UF Health~~

William A. Friedman, M.D.  
Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.**

The undersigned, as Chair of the Board of Directors~~Incorporator~~ of **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

That on \_\_\_\_\_, the Board of Directors voted to amend and restate in their entirety the current Articles of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the Corporation is **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite NI-2, Gainesville, Florida 32610.

**ARTICLE II.  
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 2.1.-Purposes: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center and its associated programs and not for pecuniary profit.

Section 2.2.-Limitations on Actions: All the assets and earnings of the Corporation shall be used

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exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time.~~Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Chancellor of the Board of Regents of the State of Florida or the rules of the Board of Regents, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.~~

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Health Professions provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Health Professions, preferably for its health related programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

**ARTICLE III.**  
**POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect

officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

**ARTICLE IV.**  
**MEMBERSHIP**

Section 4.1 - Qualification: The Dean of the University of Florida's College of Health Professions, University of Florida's Vice President for Health Affairs, a College Administrator appointed by the Dean and each full-time faculty member of the College will be members. Each member must be a full-time member of the faculty of the College with the exception of University of Florida's Vice President for Health Affairs.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules of the Board of Regents.

~~**ARTICLE VI.**~~  
~~**ARTICLE VII.**~~  
**OFFICERS**

Section 67.1 - Number: The officers of the Corporation will include a President, Vice President, ~~and~~ a Secretary/Treasurer, ~~and any other officer identified in the Bylaws.~~

Section 67.2 - Manner of Election: The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The Secretary/Treasurer and Vice President of the Corporation will be elected as provided in the Bylaws.

~~**ARTICLE VIII.**~~  
**BOARD OF DIRECTORS**

~~The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.~~

~~Section 8.1 - Number: The Board of Directors will consist of the Dean of the College, the University of Florida's Vice President for Health Affairs, the Vice President for Administrative~~



~~Affairs and designee, College Administrator appointed by the Dean and two members of the Corporation selected agent in a manner provided in the bylaws.~~

**ARTICLE VIIIX.**

**STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.**

**AMENDMENT**

Amendments to these Articles of ~~I~~ncorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and ~~subject to the approval of the University of Florida Board of Trustees, then the Chancellor of the Board of Regents.~~

**ARTICLE XI.**

**OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite NI-2, Gainesville, Florida 32610. The mailing address of the registered office is P.O. Box 100185, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Kimberly Rovanseck.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Michael Perri, PhD  
Chair, Board of Directors

\_\_\_\_\_  
Susan Nittrouer, PhD  
Secretary

STATE OF FLORIDA     )  
COUNTY OF ALACHUA    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_ 2018, by Michael Perri and Susan Nittrouer, who are personally known to me and who did take an oath.

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the Florida Health Professions Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

\_\_\_\_\_  
Kimberly Rovanseck

~~IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the purposes herein set forth, all of this \_\_\_ day of \_\_\_, 2~~

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.**

The undersigned, as Chair of the Board of Directors of **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

That on February 21, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the Corporation is **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite NI-2, Gainesville, Florida 32610.

**ARTICLE II.  
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 2.1.-Purposes: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center and its associated programs and not for pecuniary profit.

Section 2.2.-Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses

incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Health Professions provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Health Professions, preferably for its health related programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III. POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods

and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

**ARTICLE IV.**  
**MEMBERSHIP**

Section 4.1 - Qualification: The Dean of the University of Florida's College of Health Professions, University of Florida's Vice President for Health Affairs, a College Administrator appointed by the Dean and each full-time faculty member of the College will be members. Each member must be a full-time member of the faculty of the College with the exception of University of Florida's Vice President for Health Affairs.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules of the Board of Regents.

**ARTICLE VI.**  
**OFFICERS**

Section 6.1 - Number: The officers of the Corporation will include a President, Vice President, a Secretary/Treasurer, and any other officer identified in the Bylaws.

Section 6.2 - Manner of Election: The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The Secretary/Treasurer and Vice President of the Corporation will be elected as provided in the Bylaws.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.

**ARTICLE VIII.**  
**STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.**  
**AMENDMENT**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

**ARTICLE X.**  
**OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite NI-2, Gainesville, Florida 32610. The mailing address of the registered office is P.O. Box 100185, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Kimberly Rovanseck.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 22<sup>nd</sup> day of February, 2018.

*Michael Perri*

Michael Perri, PhD  
Chair, Board of Directors

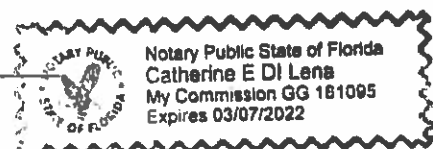
(State of Florida)

(County of Alachua)

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of February 2018 by Michael G. Perri, Ph.D., ABPP, the Chairperson of the Board of Directors of Florida Health Professions Association, Inc., a Florida not-for-profit Corporation.

*Catherine E Di Leva*

Notary



CATHERINE E DI LEVA.

Printed/Typed Name of Notary

Commission No. GG 181095 Expires: 3/7/2022

Personally known  /ID Produced: \_\_\_\_\_

Approved: *Michael G Perri*

Dean, College of Public Health  
and Health Professions

*Andrea M Burne*  
Director, FHPA, Inc, Andrea M. Burne



**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the Florida Health Professions Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.



Andrea M. Burne

AMENDED AND RESTATED

BYLAWS

OF

FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.

(Adopted on ~~November 17<sup>th</sup>, 2008~~)

ARTICLE I.

NAME

The name of this Corporation shall be FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC., a not-for-profit corporation.

ARTICLE II.

PURPOSE

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Public Health and Health Professions, all as determined by The University of Florida Board of Trustees (“UFBOT”), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

ARTICLE III.

MEMBERSHIP

The membership of the Corporation shall consist of the Dean of the College of Public Health and Health Professions (“College”). The University of Florida’s Senior Vice President for Health Affairs or designee, a College Administrator appointed by the Dean ~~and each faculty member of the College.~~ Each member must be a full-time member of the faculty of the College, with the exception of the University of Florida’s Senior Vice President for Health Affairs or designee.

**Commented [YB1]:** Andrea, so faculty aren't members of the corporation?

**Commented [BM2]:** Can we delete this or is that not necessary? I prefer silence....

**Commented [YB3]:**

ARTICLE IV.

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE V.

MEETINGS

Section 5.1 Annual Meeting. There shall be an annual meeting of the ~~members of the membership Board of Directors and Audit Committee on the third Wednesday of October in each year~~ ~~held each Fall~~ for (i) the election of an at large member of the Board in any year such election is required by the Corporation’s Articles of Incorporation; (ii) the purpose of receiving reports of officers, directors and committees, and (iii) the transaction of other business. The notice of the meeting, signed by the

**Commented [BM4]:** Do we need to change this?

**Commented [YB5]:** Is this still accurate?

secretary, shall either be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member or posted electronically at least ten (10) days and not more than fifty (50) days before the time appointed for each meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2 Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. Quorum. The presence in person or by proxy of a majority of Board members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5. Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6. Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- (a) Recording the roll.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of minutes.
- (d) Receiving communications.
- (e) Election of officers and new members (if applicable).
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

## ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Membership. The Board of Directors shall consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs, Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean, and two members of the Corporation elected by the Board of Directors ~~membership~~. Any member of the Corporation may be

**Commented [YB6]:** Andrea, a quorum is a number relative to the entire board (e.g. majority), not the number of directors who attend.

**Commented [BM7]:** Our Quorum is the majority of the Board in attendance

**Commented [BM8]:** I do this in the meeting

**Commented [BM9]:** (a) We will begin this process

**Commented [BM10]:** (b). We send the minutes via email for approval/changes etc. Do we have to also read them?

**Commented [BM11]:** We ask the question

**Commented [BM12]:** This is where we review the audit information

**Commented [BM13]:** We ask the question

**Commented [BM14]:** Again we ask the question

**Commented [YB15]:** IOM 01-1

**Commented [BM16]:** Who is the designee

**Commented [YB17]:** IOM 07-21

**Commented [BM18]:** We elect board members through the board not "membership"

**Commented [YB19]:** For example, the VP is a member of the faculty plan who is elected or appointed to the board.

nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Section 6.2 Term of Office. The Dean of the College, University President, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer; or ~~any respective~~ designee of any of them, and the College Administrator will serve as a member of the Board for such a time as such person continues to serve in such person's respective capacity. ~~Elected members will serve for a period of two years with staggered terms. Members may serve more than one term as long as the terms are not consecutive.~~

Section 6.3 Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise concerted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

—The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures: to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4 Meetings of the Board. An annual meeting of the Board will be held ~~in October~~ Fall term of each year at such time and place as designated by the Board. In addition to the annual meeting, the Board shall meet ~~quarterly and~~ at any special meeting duty called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of three (3) members of the Board. The Secretary/Treasurer will give five (5) days prior notice of any special meeting to all members of the Board.

Section 6.5 Waiver. Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside the State of Florida and any action may be taken thereat, if notice is waived in writing by a majority of all members of the Board.

Section 6.6 Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President, the quorum present may choose a Chairperson for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective

**Commented [BM20]:** Can we delete this? We serve until we need to replace a member

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**Commented [BM21]:** Do we need to review these?

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**Commented [BM22]:** Do we need to review these standards?

**Commented [YB23]:** Is the annual meeting still in October? We can revise this.

of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7 Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, Associate Dean, University President, the College Administrator, or Senior Vice President for Health Affairs or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, a vacancy shall be filled by the person who succeeds such person in his or her respective position. In the case of each of the Chairpersons and the At Large Member, a vacancy will be filled by a majority vote by the members of the Nominating Committee at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced Chairperson or At Large Member, as applicable.

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Section 6.8 Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE VII

### OFFICERS

Section 7.1 Number. The officers of the Corporation will include a President, Vice President of the Corporation for as long as he or she holds the position of Dean and any other officer identified in these Bylaws and any amendments thereto.

**Commented [BM25]:** Currently Dr. Perri, the Dean is the President and Dr. Smith, Chair of Clinical and Health Psychology is the Vice President, Dr. Nittrouer, Chair of Speech Language and Hearing Sciences is the secretary/treasurer.

Section 7.2 Method of Election. The Board will elect the Vice President and the Secretary/Treasurer for a term of two (2) years. A majority of a quorum present will be necessary to constitute an election. All officers except the President may be removed, with or without cause, by a majority vote of the Board of Directors.

**Commented [YB26]:** Is this the same person? I assume the President is the incumbent Dean. If so, I can modify the language to reflect that.

Section 7.3 Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

**Commented [BM27]:** Again we only elect when needed

President. The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The President shall preside at the respective meetings of the members of the Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee. The President shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President. Additionally, the President may recommend and appoint standing and special committees in accordance with Article VIII herein.

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Vice President. Om case of death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings or a Board member as their designee; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify officers and members of the Corporation of their election; notify members of the Corporation of their appointment of committees;

**Commented [BM28]:** Can we add this? As a Director I do all of this for them or do we just be silent on that fact.

**Commented [YB29]:** This should be ok

furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, keep an account of all monies received and expended for the use of the Corporation and make disbursements only upon vouchers approved in writing by any member of the Board and the Dean of the College or the Dean's designee; serve as custodian of all funds using a bank, or banks, or trust company approved by the Board; make a report concerning the Corporations' financial statements at the annual meeting or when called upon by the President; coordinate with the Finance Committee to develop and present the Corporation's annual budget; and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary/Treasurer, the Board of Directors may appoint a Secretary/Treasurer pro tem. The Secretary/Treasurer shall be the keeper of the Corporation's seal.

The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President.

Section 7.4 Bond of Secretary/Treasurer. The Treasurer shall give to the Corporation such security of the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.6 Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

~~Section 7.7 Chief Executive Officer. Any officer or other person serving as the Corporation's Chief Executive Officer (regardless of actual title) shall be selected or appointed only after approval by the President of the University of Florida who shall consult with the Board of Directors in this regard. The Chief Executive Officer shall report to the Board of Directors and to the President of the University of Florida or his or her designee. The Chief Executive Office may be removed for any reason by majority vote of the Board of Directors and may be removed for cause by the President of the University of Florida after consulting with the Board of Directors.~~

~~Section 7.7, Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.~~

## ARTICLE VIII.

### COMMITTEES

Section 8.1 Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the President of the Corporation and the Corporation's Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted

**Commented [YB30]:** Standard provision in bylaws. Zero comp just fine

**Commented [BM31]:** They receive zero compensation

**Commented [YB32]:** IOM 07-21

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by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by an Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Bylaws or Articles of Incorporation.

~~Section 8.2 Committee on Nominations. During the month of September in every year, the chairs of each of the College's six (6) departments serving as the Nominating Committee, will meet to nominate candidates for the Board members to be elected by the Board at the appropriate annual meeting. The Nominating Committee will notify the Secretary/Treasurer in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary/Treasurer, except as herein otherwise provided, will mail a copy thereof to the last recorded address of each member simultaneously with the notice of the annual meeting.~~

**Commented [BM33]:** Can we delete this?

Section 8.3 Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

**Commented [BM34]:** We only have the "audit" committee, which meets with the full board since the total meeting takes less than ½ hour.

Section 8.4 Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

**Commented [YB35]:** Ok

Section 8.5 Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the Corporation's independent auditors.

Section 8.6 Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire ~~members membership~~ decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.7 Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.8 Committee Removal. A committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE IX.

### PROFESSIONAL INCOME

Section 9.1 Assignment. Each full time Clinical Provider member of the faculty shall assign to the University all faculty practice income collected by such member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees or other income derived

**Commented [BM36]:** We have some Clinical FTE less than 1.0. Also we have many faculty in our current College construct who do not nor never will provide services that would flow through FHPA. Thus my concern about the membership language.

from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund described in Article X Section 10.3.

## ARTICLE X.

### EXPENDITURES OF RECEIPTS

Section 10.1 Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty ~~Practice Incentive~~ Plan of the College.

Section 10.2 Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of charitable, scientific and educational purposes at the College and shall be made only after approval by the Dean of the College or ~~his~~ his/her designee ~~;~~ and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

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Section 10.3 Dean's Fund. A Dean's Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation of the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board.

## ARTICLE XI.

### ADMINISTRATION POLICIES

Section 11.1 Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning the Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

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~~in effect on the date of the adoption of these Bylaws.~~



Section 11.2 Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be sent not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or designee and the Dean of the College for their review and then forwarded to the Board of Governors for review.

Section 11.3 Operating Budget. An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida of designee for approval and which will be forwarded to the Board of Governors for review.

**Commented [BM37]:** We only pay the external auditor's bill from the practice plan. Everything else runs through UF side of the house via transfers.

#### ARTICLE XII.

##### SEAL

The seal of the Corporation shall be as more particularly shown in the following impression.

#### ARTICLE XIII.

##### AMENDMENTS

The Bylaws and the Articles of Incorporation of the Corporation, may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**Commented [YB38]:** Governance enhancement

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#### ARTICLE XIV.

##### INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceedings, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

ARTICLE XV.

MISCELLANEOUS

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 Definitions. As used by these Bylaws:

"Board of Trustees" or "UFBOT" means the University of Florida Board of Trustees.

"Directors" means the members of the Board of Directors of the Corporation.

"Corporation" means the Florida Health Professions, Inc.

"Ex Officio" means by virtue or because of an office.

"For cause" means consistent poor performance or action or omissions that may adversely reflect on the interest and/or reputation of the Corporation of The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

"Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

"University" or "UF" means the University of Florida.

"University President" "President" or "President of the University" means the President of the University of Florida.

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In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

I HEREBY VERIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of Florida Health Professions Association, Inc. and were adopted by the Board of Directors on \_\_\_\_\_.

By: Michael G. Perri, Ph.D., ABPP, President

Attest: \_\_\_\_\_

(State of Florida)

(County of Alachua)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_ 2017 by \_\_\_\_\_ the Chairperson of the Board of Directors of Florida Health Professions Association, Inc., a Florida not-for-profit Corporation.

\_\_\_\_\_  
Notary

\_\_\_\_\_  
Printed/Typed Name of Notary  
Commission No. \_\_\_\_\_ Expires: \_\_\_\_\_  
Personally known \_\_\_\_/ID Produced: \_\_\_\_\_

Approved: \_\_\_\_\_

Dean, College of Public Health  
and Health Professions

\_\_\_\_\_  
Secretary

AMENDED AND RESTATED  
BYLAWS  
OF  
FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.  
(Adopted on February 21, 2018)

ARTICLE I.  
NAME

The name of this Corporation shall be FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC., a not-for-profit corporation.

ARTICLE II.  
PURPOSE

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Public Health and Health Professions, all as determined by The University of Florida Board of Trustees (“UFBOT”), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

ARTICLE III.  
MEMBERSHIP

The membership of the Corporation shall consist of the Dean of the College of Public Health and Health Professions (“College”), the University of Florida’s Senior Vice President for Health Affairs or designee, and a College Administrator appointed by the Dean. Each member must be a full-time member of the faculty of the College, with the exception of the University of Florida’s Senior Vice President for Health Affairs or designee.

ARTICLE IV.  
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE V.  
MEETINGS

Section 5.1 Annual Meeting. There shall be an annual meeting of the Board of Directors held each Fall for (i) the election of an at large member of the Board in any year such election is required by the Corporation’s Articles of Incorporation; (ii) the purpose of receiving reports of officers, directors and committees, and (iii) the transaction of other business. The notice of the meeting, signed by the secretary, shall either be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member or posted electronically at least ten (10) days and not more than fifty (50) days before the time appointed for each meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2 Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. Quorum. The presence in person or by proxy of a majority of Board members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5. Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6. Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- (a) Recording the roll.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of minutes
- (d) Receiving communications.
- (e) Election of officers and new members (if applicable).
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

## ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Membership. The Board of Directors shall consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean, and two members of the Corporation elected by the Board of Directors. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

**Section 6.2 Term of Office.** The Dean of the College, University President, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, and the College Administrator will serve as a member of the Board for such a time as such person continues to serve in such person's respective capacity.

**Section 6.3 Powers and Duties of the Board of Directors.** Where applicable, Section 6.3 is subject to the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise concerted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures: to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

**Section 6.4 Meetings of the Board.** An annual meeting of the Board will be held in Fall term of each year at such time and place as designated by the Board. In addition to the annual meeting, the Board shall meet at any special meeting duly called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of three (3) members of the Board. The Secretary/Treasurer will give five (5) days prior notice of any special meeting to all members of the Board.

**Section 6.5 Waiver.** Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside the State of Florida and any action may be taken thereat, if notice is waived in writing by a majority of all members of the Board.

**Section 6.6 Quorum.** A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President, the quorum present may choose a Chairperson for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

**Section 6.7 Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, Associate Dean, University President, the College Administrator, or Senior Vice President for Health Affairs or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee,

a vacancy shall be filled by the person who succeeds such person in his or her respective position. In the case of each of the Chairpersons and the At Large Member, a vacancy will be filled by a majority vote by the members of the Nominating Committee at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced Chairperson or At Large Member, as applicable.

Section 6.8 Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE VII. OFFICERS

Section 7.1 Number. The officers of the Corporation will include a President, Vice President of the Corporation for as long as he or she holds the position of Dean and any other officer identified in these Bylaws and any amendments thereto.

Section 7.2 Method of Election. The Board will elect the Vice President and the Secretary/Treasurer. A majority of a quorum present will be necessary to constitute an election.

Section 7.3 Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The President shall preside at the respective meetings of the members of the Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee. The President shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President. Additionally, the President may recommend and appoint standing and special committees in accordance with Article VIII herein.

Vice President. In case of death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings or a Board member as their designee; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify officers and members of the Corporation of their election; notify members of the Corporation of their appointment of committees; furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, keep an account of all monies received and expended for the use of the Corporation and make disbursements only upon vouchers approved in writing by any member of the Board and the Dean of the College or the Dean's designee; serve as custodian of all funds using a bank, or banks, or trust company approved by the Board; make a report concerning the Corporation's financial statements at the annual meeting or when called upon by the President; coordinate with the Finance Committee to develop and present the Corporation's annual budget; and generally to devote his best efforts to forwarding the business and advancing the interests of the



Corporation. In case of absence or disability of the Secretary/Treasurer, the Board of Directors may appoint a Secretary/Treasurer pro tem. The Secretary/Treasurer shall be the keeper of the Corporation's seal.

The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President.

Section 7.4 Bond of Secretary/Treasurer. The Treasurer shall give to the Corporation such security of the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.6 Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.7 Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE VIII. COMMITTEES

Section 8.1 Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the President of the Corporation and the Corporation's Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by an Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Bylaws or Articles of Incorporation.

Section 8.2 Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.3 Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.4 Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee,

to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the Corporation's independent auditors.

Section 8.5 Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire members decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.6 Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.7 Committee Removal. A committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## ARTICLE IX. PROFESSIONAL INCOME

Section 9.1 Assignment. Each member of the faculty shall assign to the University all faculty practice income collected by such member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund described in Article X Section 10.3.

## ARTICLE X. EXPENDITURES OF RECEIPTS

Section 10.1 Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Incentive Plan of the College.

Section 10.2 Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of charitable, scientific and educational purposes at the College and shall be made only after approval by the Dean of the College or his/her designee and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

Section 10.3 Dean's Fund. A Dean's Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation of the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and

programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board.

ARTICLE XI.  
ADMINISTRATION POLICIES

Section 11.1 Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning the Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2 Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be sent not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or designee and the Dean of the College for their review and then forwarded to the Board of Governors for review.

Section 11.3 Operating Budget. An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or designee for approval and which will be forwarded to the Board of Governors for review.

ARTICLE XII.  
SEAL

The seal of the Corporation shall be as more particularly shown in the following impression.

ARTICLE XIII.  
AMENDMENTS

The Bylaws and the Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

ARTICLE XIV.  
INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceedings, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person

shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

#### ARTICLE XV. MISCELLANEOUS

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 Definitions. As used by these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Florida Health Professions, Inc.

“Ex Officio” means by virtue or because of an office.

“For cause” means consistent poor performance or action or omissions that may adversely reflect on the interest and/or reputation of the Corporation of The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

“Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the

University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

"University" or "UF" means the University of Florida.

"University President" "President" or "President of the University" means the President of the University of Florida.

In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

I HEREBY VERIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of Florida Health Professions Association, Inc. and were adopted by the Board of Directors on February 21, 2018.

By: Michael G. Perri, Ph.D., ABPP, President

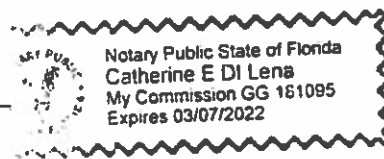
Attest: Michael G Perri

(State of Florida)

(County of Alachua)

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of February 2018 by Michael G. Perri, Ph.D., ABPP, the Chairperson of the Board of Directors of Florida Health Professions Association, Inc., a Florida not-for-profit Corporation.

[Signature]  
Notary



CATHERINE E DI LENA

Printed/Typed Name of Notary

Commission No. GG15109 Expires: 3/7/2022

Personally known  / ID Produced:

Approved: Michael G Perri

Dean, College of Public Health and Health Professions

[Signature]  
Director, Andrea M. Burne

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
UNIVERSITY OF FLORIDA  
COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**

To: Department of State  
Tallahassee, FL 32304

The undersigned, as Chair of the Board of Directors of **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on July 29, 2009, the Board of Directors voted to amend and restate in their entirety the ~~current~~ Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida ~~has~~ approved the amendment and restatement; and

That on December 11, 2017, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611.

**ARTICLE II.**

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**PPURPOSES, LIMITATIONS AND DISSOLUTION**

Section 2.1. - Purposes: The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Science Center and the College of Nursing, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

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Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

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Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the rules of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

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Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Nursing provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Nursing, preferably for its nursing programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

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**ARTICLE III,**  
**POWERS**

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Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.



**ARTICLE IV.  
MEMBERSHIP**

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The Dean of the University of Florida's College of Nursing, (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty member of the College will be members. Each member must be a full-time member of the faculty of the College, with the exception of University of Florida's Senior Vice President for Health Affairs or designee.

**ARTICLE V.  
TERM OF EXISTENCE**

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This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VI.  
OFFICERS**

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Section 6.1 - Number: The officers of the Corporation will include a Chair, a Vice Chair, a Secretary, and a Treasurer, and any other officer as provided in the Bylaws. The offices of Secretary and Treasurer may be consolidated and held by one person.

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Section 6.2 - Manner of Election: The officers of the Corporation will be elected as provided in the Bylaws.

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**ARTICLE VII.  
BOARD OF DIRECTORS**

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Section 7.1 – Number: The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs//Chief Operating Officer/Chief Financial Officer or designee of any of them, ~~or designee~~, a College Administrator appointed by the Dean, and two members of the Corporation elected in the manner provided in the Bylaws.

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**ARTICLE VIII.  
STOCK AND DIVIDENDS PROHIBITED**

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The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IV  
AMENDMENT  
~~ARTICLE VIII~~**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

**OFFICE AND REGISTERED ~~—~~AGENT**

The street address of the registered office of the Corporation is University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611. The mailing address of the registered office is P. O. Box 100197, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is [Todd W. Fraser-Myra Dee Williams](#).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this ~~11th<sup>29th</sup>~~ day of ~~December~~July, 2017~~09~~.

Anna M. McDaniel  
Chair, Board of Directors

Denise Schentrup  
Secretary/Treasurer

STATE OF FLORIDA       )  
COUNTY OF ALACHUA   )

The foregoing instrument was acknowledged before me this ~~11th<sup>29th</sup>~~ day of ~~November~~July 2017~~09~~, by Anna M. McDaniel and Denise Schentrup, who are personally known to me and who did take an oath.

**REGISTERED —AGENT'S— ACCEPTANCE**

Having been named to accept service of process for University of Florida College of Nursing Faculty Practice Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

Todd W. Fraser

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
UNIVERSITY OF FLORIDA  
COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**

To: Department of State  
Tallahassee, FL 32304

The undersigned, as Chair of the Board of Directors of **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on July 29, 2009, the Board of Directors voted to amend and restate in their entirety the Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida approved the amendment and restatement; and

That on December 11, 2017, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.**

**NAME**

The name of the Corporation is **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611.

**ARTICLE II.**

**PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 2.1. - Purposes:** The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Science Center and the College of Nursing, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the rules of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Nursing provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Nursing, preferably for its nursing programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III.**

#### **POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

### **ARTICLE IV.**

#### **MEMBERSHIP**

The Dean of the University of Florida's College of Nursing, (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty

member of the College will be members. Each member must be a full-time member of the faculty of the College, with the exception of University of Florida's Senior Vice President for Health Affairs or designee.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VI.**  
**OFFICERS**

Section 6.1 - Number: The officers of the Corporation will include a Chair, a Vice Chair, a Secretary, and a Treasurer, and any other officer as provided in the Bylaws. The offices of Secretary and Treasurer may be consolidated and held by one person.

Section 6.2 - Manner of Election: The officers of the Corporation will be elected as provided in the Bylaws.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

Section 7.1 - Number: The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs//Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean, and two members of the Corporation elected in the manner provided in the Bylaws.

**ARTICLE VIII.**  
**STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.**  
**AMENDMENT**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

**ARTICLE X.**  
**OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611. The mailing address of the registered office is P. O. Box 100197, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Todd W. Fraser.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 11th day of December, 2017.

Anna M. McDaniel

Anna M. McDaniel  
Chair, Board of Directors

Denise Schentrup

Denise Schentrup  
Secretary/Treasurer

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this 22nd day of January 2017 by Anna M. McDaniel the Chair of the Board of Directors of the University of Florida College of Nursing Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

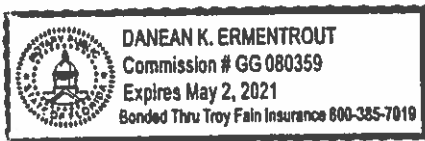
Danean K. Ermentrout  
Notary

Danean K. Ermentrout  
Printed/Typed Name of Notary

Commission No. 66708035 Expires: 5/2/2021  
Personally known,  ID Produced:

Approved: Anna M. McDaniel  
Dean, College of Nursing


Denise Schentrup  
Secretary





**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for University of Florida College of Nursing Faculty Practice Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

  
\_\_\_\_\_  
Todd W. Fraser

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**UNIVERSITY OF FLORIDA COLLEGE OF NURSING**  
**FACULTY PRACTICE ASSOCIATION, INC.**  
(Adopted on December 11, 2017)~~October 30, 2008~~)

**ARTICLE I.**  
**NAME**

The name of this Corporation shall be **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.**  
**PURPOSE**

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Nursing, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.**  
**MEMBERSHIP**

The voting membership of the Corporation will consist of the Dean of the College of Nursing ("College"), the University of Florida's Senior Vice President - Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty member of the College. Each member must be a full-time member of the faculty of the College, with the exception of the University of Florida's Senior Vice President - Health Affairs.

**ARTICLE IV.**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.**  
**MEETINGS**

Section 5.1 – Annual Meeting. There shall be an annual meeting of the members in the spring semester of each year for (i) the election of members of the Board in any year such election is required, (ii) receiving annual reports of officers, directors and committees and (iii) the transaction of other business. The announcement of the meeting, signed by the Secretary, shall be sent by electronic or regular mail, except as herein or by statute otherwise provided, at least ten days and not more than fifty (50) days before the time appointed for each meeting. All notices of the regular meeting shall set forth the place, date, time and purpose of the meeting.

Section 5.2 – Special Meetings. Special meetings of the membership may be called by the

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Board of Directors at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

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Section 5.3 – Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

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Section 5.4 – Quorum. The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

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Section 5.5 – Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

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Section 5.6 – Order of Business. The order of business shall be as follows at all meetings of the Corporation and Board of Directors:

- (a) Recording the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers (if applicable).
- (f) Report of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE VI. BOARD OF DIRECTORS**

Section 6.1 -Membership. The Board of Directors will consist of the Dean of the College or designee, the University of Florida's Senior Vice President - Health Affairs or designee, the Vice President for Business Affairs, Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

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Section 6.2 Term. The Dean of the College, the College Administrator, University President or designee, the Senior Vice President - Health Affairs and the Vice President for Business Affairs, Chief Operating Officer/Chief Financial Officer, or any respective designee of any of the foregoing, will serve as members of the Board for such time as such persons continue to serve in their

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respective capacities. Elected members will serve for a period of two (2) years with staggered terms.

Section 6.3 – Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees’ Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to its officers.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation’s power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President - Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of the University of Florida Board of Trustees and of the Board of Governors as amended from time to time, including the Board of Trustees’ Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4 – Meetings of the Board. Regular meetings of the Board of Directors shall be held at least quarterly, and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. No formal notice shall be necessary for regular meetings of the Board. Special meetings of the Board may be called by the Chair of the Board or upon the written request of a majority of Board members. The Secretary shall give five (5) days prior notice of any special meeting to all members of the Board.

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Section 6.5 – Waiver. Notwithstanding the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida, and any action may be taken thereat, if notice is waived in writing by three-fourths (3/4) of all members of the Board.

Section 6.6 – Quorum. Four members of the Board of Directors will constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a Chair for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7 – Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of the Dean, University President, the College Administrator, Senior Vice President - Health Affairs, or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced, elected member.

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Section 6.8 Conflicts of interest. Members of the Board are required to divulge any potential conflicts of interest to the Chair, Board of Directors. The Chair is required to report potential conflicts of interest to the Senior Vice President - Health Affairs.

Section 6.9-Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VII. OFFICERS**

Section 7.1 – Number. The officers of the Corporation will include a Chair/Chief Executive Officer (referred to herein as the "Chair"), who shall be the Dean of the College, a Vice Chair, a Secretary, ~~and~~ a Treasurer and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Board of Directors.

Section 7.2 – Method of Election. The Board of Directors shall elect all officers, other than the Chair, for a term of two (2) years, staggered. A majority of quorum present shall be necessary to constitute an election. Elected officers will take office on July 1 following their election. All officers other than the Chair may be removed, with or without cause by a majority vote of the Board of Directors. The Chair is appointed and may be removed as provided in Section 7.6.

Section 7.3 – Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

Chair. The Chair will preside at the respective meetings of the members of the Corporation and the Board of Directors, and will be a member ex officio with a right to vote on all committees of the Board. The Chair will also, at the annual meeting of the Corporation and such other times as the Chair deems proper, communicate to the Corporation or to the Board such matters and make such suggestions as may, in the Chair's opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and will perform such other duties as are incident to the office of the Chair.

Vice Chair. In case of the absence or death of the Chair, or of the latter's inability from any cause to act, the Vice Chair will perform the duties of the Chair.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect any fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and upon request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or the Dean's designee and subject to the Dean's inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the Chair. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

Section 7.4 – Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 – Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.6 – Chief Executive Officer. The Chief Executive Officer, who is also the Chair, shall be appointed by the President of the University of Florida. The Chief Executive Officer shall report to the Board of Directors and to the President of the University of Florida or his or her designee. The Chief Executive Officer may be removed for any reason by majority vote of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consulting with the Board of Directors.

Section 7.7 Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

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## **ARTICLE VIII.** **COMMITTEES**

Section 8.1 Committee on Nominations. The College of Nursing Nominating Committee will serve as the Nominating Committee for the Corporation and will nominate candidates for elected membership to the Board. The Nominating Committee will notify the Secretary in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, will send by electronic or regular mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 8.2 – Independent Nominations. Nominations for the Board may also be made by the written endorsement of not less than ten (10) members of the Corporation, if forwarded to the Secretary at least fifteen (15) days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.3 – Standing Committees. At the annual meeting of the Board, or as soon thereafter as practicable, the Chair shall, subject to the Board's approval, appoint such committees and as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Standing

committees include, but are not limited to, the Faculty Practice Committee and the Audit Committee.

The College of Nursing Faculty Practice Committee will serve as the Faculty Practice Committee for the Corporation. Authority, duties, and membership are listed in the Bylaws of the Faculty Organization of the College of Nursing.

Purpose, functions, composition, meetings and statement of independence of the Audit Committee are explicated in the University of Florida College of Nursing Faculty Practice Association, Inc. Audit Committee Charter. The Audit Committee Charter, and any amendments thereto, shall be approved by the President of the University of Florida or his or her designee.

Section 8.4 – Special Committees. The Chair may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.5 – Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.6 – Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.7 – Committee Removal. A committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

#### **ARTICLE IX. PROFESSIONAL INCOME**

Section 9.1 – Assignment. Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 – Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund as described in Article X Section 10.3.

#### **ARTICLE X. EXPENDITURE OF RECEIPTS**

Section 10.1. Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2 – Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of

education and research at the College and shall be made only after approval by the Dean of the College or designee and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

Section 10.3 – College Fund. A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning, and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriated by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to fifteen percent (15%) of the net funds collected.

#### **ARTICLE XI.** **ADMINISTRATION POLICIES**

Section 11.1 – Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21-~~and any amendments thereto,~~ and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2 – Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be promptly sent not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College of Nursing for their review and then forwarded to the Board of Governors for review.

Section 11.3 – Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean and Senior Vice President - Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for review and approval.

#### **ARTICLE XII.** **SEAL**

The Seal of the Corporation shall be as more particularly shown in the following impression.

#### **ARTICLE XIII.** **AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation ~~may~~ be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when



required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interest of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself or herself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative source(s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

**ARTICLE X.**  
**MISCELLANEOUS**

Section 15.1 - Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 - Policies. The Corporation shall at all times adhere to and abide by the policies of the University of Florida in effect from time to time with respect to ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 - Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 - Definitions: As used in these Bylaws:

"Board of Trustees" or "UFBOT" means the University of Florida Board of Trustees.

"Directors" means the members of the Board of Directors of the Corporation.

"Corporation" means the Faculty Practice Association, Inc.

"Ex Officio" means by virtue or because of an office.

"For cause" means actions or omissions that may adversely reflect on the interest and/or reputation of

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the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation’s authorized executive for this purpose.

“University” or “UF” means the University of Florida.

“University President” or “President of the University” means the President of the University of Florida.

In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

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I HEREBY CERTIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of University of Florida College of Nursing Faculty Practice Association, Inc. and were adopted by the Board of Directors on \_\_\_\_\_.

By: Anna M. McDaniel, President

Attest: \_\_\_\_\_

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_ 2017 by \_\_\_\_\_ the Chair of the Board of Directors of the University of Florida College of Nursing Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

\_\_\_\_\_  
Notary

\_\_\_\_\_  
Printed/Typed Name of Notary  
Commission No. \_\_\_\_\_ Expires: \_\_\_\_\_  
Personally known \_\_\_\_\_/ID Produced: \_\_\_\_\_

\_\_\_\_\_  
Approved:  
Dean, College of Nursing

\_\_\_\_\_  
Secretary

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**AMENDED AND RESTATED  
BYLAWS OF  
UNIVERSITY OF FLORIDA COLLEGE OF NURSING  
FACULTY PRACTICE ASSOCIATION, INC.**

(Adopted on December 11, 2017)

**ARTICLE I.  
NAME**

The name of this Corporation shall be **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.  
PURPOSE**

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hills Miller Health Center and the College of Nursing, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.  
MEMBERSHIP**

The voting membership of the Corporation will consist of the Dean of the College of Nursing ("College"), the University of Florida's Senior Vice President - Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty member of the College. Each member must be a full-time member of the faculty of the College, with the exception of the University of Florida's Senior Vice President - Health Affairs.

**ARTICLE IV.  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.  
MEETINGS**

**Section 5.1 – Annual Meeting.** There shall be an annual meeting of the members in the spring semester of each year for (i) the election of members of the Board in any year such election is required, (ii) receiving annual reports of officers, directors and committees and (iii) the transaction of other business. The announcement of the meeting, signed by the Secretary, shall be sent by electronic or regular mail, except as herein or by statute otherwise provided, at least ten days and not more than fifty (50) days before the time appointed for each meeting. All notices of the regular meeting shall set forth the place, date, time and purpose of the meeting.

**Section 5.2 – Special Meetings.** Special meetings of the membership may be called by the Board of Directors at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

**Section 5.3 – Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

**Section 5.4 – Quorum.** The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

**Section 5.5 – Voting.** If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

**Section 5.6 – Order of Business.** The order of business shall be as follows at all meetings of the Corporation and Board of Directors:

- (a) Recording the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers (if applicable).
- (f) Report of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS**

**Section 6.1 -Membership.** The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President - Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Section 6.2 Term. The Dean of the College, the College Administrator, University President, the Senior Vice President - Health Affairs and the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee of any of the foregoing, will serve as members of the Board for such time as such persons continue to serve in their respective capacities. Elected members will serve for a period of two (2) years with staggered terms.

Section 6.3 – Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to its officers.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President - Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of the University of Florida Board of Trustees and of the Board of Governors as amended from time to time, including the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4 – Meetings of the Board. Regular meetings of the Board of Directors shall be held at least quarterly, and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. No formal notice shall be necessary for regular meetings of the Board. Special meetings of the Board may be called by the Chair of the Board or upon the written request of a majority of Board members. The Secretary shall give five (5) days prior notice of any special meeting to all members of the Board.

Section 6.5 – Waiver. Notwithstanding the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida, and any action may be taken thereat, if notice is waived in writing by three-fourths (3/4) of all members of the Board.

Section 6.6 – Quorum. Four members of the Board of Directors will constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a Chair for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7 – Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of the Dean, University President, the College Administrator, Senior Vice President - Health Affairs, or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced, elected member.

Section 6.8 Conflicts of interest. Members of the Board are required to divulge any potential conflicts of interest to the Chair, Board of Directors. The Chair is required to report potential conflicts of interest to the Senior Vice President - Health Affairs.

Section 6.9-Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VII. OFFICERS**

Section 7.1 – Number. The officers of the Corporation will include a Chair/Chief Executive Officer (referred to herein as the "Chair"), who shall be the Dean of the College, a Vice Chair, a Secretary, a Treasurer and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Board of Directors.

Section 7.2 – Method of Election. The Board of Directors shall elect all officers, other than the Chair, for a term of two (2) years, staggered. A majority of quorum present shall be necessary to constitute an election. Elected officers will take office on July 1 following their election. All officers other than the Chair may be removed, with or without cause by a majority vote of the Board of Directors. The Chair is appointed and may be removed as provided in Section 7.6.

Section 7.3 – Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

Chair. The Chair will preside at the respective meetings of the members of the Corporation and the Board of Directors, and will be a member ex officio with a right to vote on all committees of the Board. The Chair will also, at the annual meeting of the Corporation and such other times as the Chair deems proper, communicate to the Corporation or to the Board such matters and make such suggestions as may, in the Chair's opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and will perform such other duties as are incident to the office of the Chair.

Vice Chair. In case of the absence or death of the Chair, or of the latter's inability from any cause to act, the Vice Chair will perform the duties of the Chair.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect any fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and upon



request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or the Dean's designee and subject to the Dean's inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the Chair. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

Section 7.4 – Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 – Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.6 – Chief Executive Officer. The Chief Executive Officer, who is also the Chair, shall be appointed by the President of the University of Florida. The Chief Executive Officer shall report to the Board of Directors and to the President of the University of Florida or his or her designee. The Chief Executive Officer may be removed for any reason by majority vote of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consulting with the Board of Directors.

Section 7.7 Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VIII. COMMITTEES**

Section 8.1 Committee on Nominations. The College of Nursing Nominating Committee will serve as the Nominating Committee for the Corporation and will nominate candidates for elected membership to the Board. The Nominating Committee will notify the Secretary in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, will send by electronic or regular mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 8.2 – Independent Nominations. Nominations for the Board may also be made by the written endorsement of not less than ten (10) members of the Corporation, if forwarded to the Secretary at least fifteen (15) days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.3 – Standing Committees. At the annual meeting of the Board, or as soon thereafter as practicable, the Chair shall, subject to the Board's approval, appoint such committees and as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Standing committees include, but are not limited to, the Faculty Practice Committee and the Audit Committee.

The College of Nursing Faculty Practice Committee will serve as the Faculty Practice Committee for the Corporation. Authority, duties, and membership are listed in the Bylaws of the Faculty Organization of the College of Nursing.

Purpose, functions, composition, meetings and statement of independence of the Audit Committee are explicated in the University of Florida College of Nursing Faculty Practice Association, Inc. Audit Committee Charter. The Audit Committee Charter, and any amendments thereto, shall be approved by the President of the University of Florida or his or her designee.

Section 8.4 – Special Committees. The Chair may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.5 – Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.6 – Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.7 – Committee Removal. A committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE IX.**

### **PROFESSIONAL INCOME**

Section 9.1 – Assignment. Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 – Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund as described in Article X Section 10.3.

## **ARTICLE X.**

### **EXPENDITURE OF RECEIPTS**

Section 10.1. Use of Receipts. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2 – Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of education and research at the College and shall be made only after approval by the Dean of the College or designee and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

Section 10.3 – College Fund. A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning, and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriated by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to fifteen percent (15%) of the net funds collected.

## **ARTICLE XI.** **ADMINISTRATION POLICIES**

Section 11.1 – Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2 – Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be promptly sent not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College of Nursing for their review and then forwarded to the Board of Governors for review.

Section 11.3 – Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean and Senior Vice President - Health Affairs and sent no later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for review and approval.

## **ARTICLE XII.** **SEAL**

The Seal of the Corporation shall be as more particularly shown in the following impression.

**ARTICLE XIII.**  
**AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interest of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself or herself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative source(s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

**ARTICLE XV.**  
**MISCELLANEOUS**

Section 15.1 - Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 - Policies. The Corporation shall at all times adhere to and abide by the policies of the University of Florida in effect from time to time with respect to ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 - Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 - Definitions: As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Faculty Practice Association, Inc.

“Ex Officio” means by virtue or because of an office.

“For cause” means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

“Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation’s authorized executive for this purpose.

“University” or “UF” means the University of Florida.

“University President” or “President of the University” means the President of the University of Florida.

In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

I HEREBY CERTIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of University of Florida College of Nursing Faculty Practice Association, Inc. and were adopted by the Board of Directors on December 11, 2017.

By: Anna M. McDaniel, President

Attest: Anna M. McDaniel

(State of Florida)  
(County of Alachua)

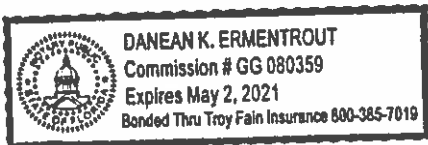
The foregoing instrument was acknowledged before me this 2nd day of January 2017 by Anna M. McDaniel the Chair of the Board of Directors of the University of Florida College of Nursing Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

Danean K. Ermentrout  
Notary

Danean K. Ermentrout  
Printed/Typed Name of Notary  
Commission No. 6608039, Expires: 5/2/2021  
Personally known,  ID Produced:

Approved: Anna M. McDaniel  
Dean, College of Nursing

Denise Schenk  
Secretary



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
UNIVERSITY OF FLORIDA  
COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC.**

To: Florida Department of State  
Tallahassee, FL 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998; and

That on August 12, 2008, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida ~~has~~ approved the amendment and restatement; and

That on \_\_\_\_\_, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.**

**NAME**

The name of the Corporation is UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC. The principal office and place of business of the Corporation shall be University of Florida College of Pharmacy, 101 S. Newell Drive, Room 4314, Gainesville, Florida 32610-0454.

**ARTICLE II.**

**PURPOSES LIMITATIONS AND DISSOLUTION**

Section 2.1. – Purpose: The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Pharmacy, all as determined by The University of Florida Board of Trustees, and it shall be operated for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions 10 which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the University of Florida Board of Trustees or the regulations of the Board of Trustees, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

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Section 2.3. Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Inc. for the benefit of the University of Florida College of Pharmacy provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Pharmacy, preferably for its medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III.**

#### **POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

### **ARTICLE IV.**

#### **MEMBERSHIP**

The Dean and the College Administrator appointed by the Dean (or those individuals designated as "Acting" in those Positions) of the University of Florida's College of Pharmacy (the "College"), University of Florida's Senior Vice President for Health Affairs, and each participating faculty member of the College will be members.



**ARTICLE V.  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the regulations of the University of Florida Board of Trustees.

**ARTICLE VI.  
OFFICERS**

Section 6.1- Number: The officers of the Corporation will include a President, Vice President, a Secretary, a Treasurer, ~~and~~ an Executive Vice President, if one is selected by the President, and any other officer as provided in the Bylaws. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Nominating Committee. The President may select an Executive Vice President of the Corporation and may delegate to the Executive Vice President the responsibility for the day-to-day management and operation of the Corporation.

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Section 6.2- Manner of Election: The officers of the Corporation will be elected by the Board.

**ARTICLE VII.  
BOARD OF DIRECTORS**

Section 7.1 Number: The Board of Directors will consist of the Dean of the College, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs, Chief Operating Officer/Chief Financial Officer or designee of any of them, ~~or his designee~~, a College Administrator appointed by the Dean and two members of the Corporation elected in the manner provided in the bylaws.

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Section 7.2 - Executive Committee: Once the Corporation is fully established and should need arise, pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to the approved by the members.
2. Designate candidates for the office of director.
3. Fill vacancies on the Board or any committee thereof
4. Amend the Articles of Incorporation or Bylaws.

**ARTICLE IX.  
STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE X.**

**AMENDMENT**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

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**ARTICLE XI.**  
**OFFICE AND REGISTERED AGENT**

The street address of the principal and registered office of the Corporation is University of Florida College of Pharmacy, 101 S. Newell Drive, Room 4314, Gainesville, Florida 32610-0484. The mailing address of both the Corporation and the registered office is P.O. Box 100484, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is John Evangelista.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Julie Johnson  
Chair, Board of Directors

\_\_\_\_\_  
John Gums  
Secretary/Treasurer

STATE OF FLORIDA     )

COUNTY OF ALACHUA    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_ 2018,  
by Julie Johnson and John Gums, who are personally known to me and who did take an oath.

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for University of Florida College of Pharmacy Faculty

Practice Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

\_\_\_\_\_  
John Evangelista

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
UNIVERSITY OF FLORIDA  
COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC.**

To: Florida Department of State  
Tallahassee, FL 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998; and

That on August 12, 2008, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida approved the amendment and restatement; and

That on February 14, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC. The principal office and place of business of the Corporation shall be University of Florida College of Pharmacy, 101 S. Newell Drive, Room 4314, Gainesville, Florida 32610-0454.

**ARTICLE II.  
PURPOSES LIMITATIONS AND DISSOLUTION**

Section 2.1. – Purpose: The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of

Pharmacy, all as determined by The University of Florida Board of Trustees, and it shall be operated for charitable, scientific and educational purposes and not for pecuniary profit.

**Section 2.2. - Limitations on Actions:** All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the University of Florida Board of Trustees or the regulations of the Board of Trustees, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

**Section 2.3. Dissolution:** Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Inc. for the benefit of the University of Florida College of Pharmacy provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Pharmacy, preferably for its medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III. POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

### **ARTICLE IV. MEMBERSHIP**

The Dean and the College Administrator appointed by the Dean (or those individuals designated as "Acting" in those Positions) of the University of Florida's College of Pharmacy (the "College"), University of Florida's Senior Vice President for Health Affairs, and each participating faculty member of the College will be members.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the regulations of the University of Florida Board of Trustees.

**ARTICLE VI.**  
**OFFICERS**

**Section 6.1- Number:** The officers of the Corporation will include a President, Vice President, a Secretary, a Treasurer, an Executive Vice President, if one is selected by the President, and any other officer as provided in the Bylaws. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Nominating Committee. The President may select an Executive Vice President of the Corporation and may delegate to the Executive Vice President the responsibility for the day-to-day management and operation of the Corporation.

**Section 6.2- Manner of Election:** The officers of the Corporation will be elected by the Board.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**Section 7.1 Number:** The Board of Directors will consist of the Dean of the College, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them,, a College Administrator appointed by the Dean and two members of the Corporation elected in the manner provided in the bylaws.

**Section 7.2 - Executive Committee:** Once the Corporation is fully established and should need arise, pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
2. Designate candidates for the office of director.
3. Fill vacancies on the Board or any committee thereof.
4. Amend the Articles of Incorporation or Bylaws.

**ARTICLE VIII.**  
**STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.**  
**AMENDMENT**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

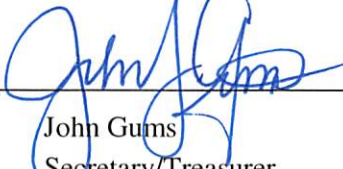
**ARTICLE X.**  
**OFFICE AND REGISTERED AGENT**

The street address of the principal and registered office of the Corporation is University of Florida College of Pharmacy, 101 S. Newell Drive, Room 4314, Gainesville, Florida 32610-0484. The mailing address of both the Corporation and the registered office is P.O. Box 100484, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is John Evangelista.



IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 14th day of February, 2018.

  
Julie Johnson  
Chair, Board of Directors

  
John Gums  
Secretary/Treasurer

STATE OF FLORIDA     )  
COUNTY OF ALACHUA    )

The foregoing instrument was acknowledged before me this 21 day of February, 2018, by Julie Johnson and John Gums.

  
Notary



JENNIFER MARIE TUCKER  
MY COMMISSION # GG 022818  
EXPIRES: December 19, 2020  
Bonded Thru Budget Notary Services

Jennifer M. Tucker  
Printed/Typed Name of Notary  
Commission No. GG022818 Expires: 12/19/2020  
Personally known  /ID Produced: \_\_\_\_\_

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for University of Florida College of Pharmacy Faculty Practice Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

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John Evangelista

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**

**~~BYLAWS OF~~ UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY  
FACULTY PRACTICE ASSOCIATION, INC.**

(Adopted on \_\_\_\_\_)

**ARTICLE I.**  
**NAME**

The name of this Corporation shall be **UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.**  
**PURPOSE**

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Pharmacy, all as determined by The University of Florida Board of Trustees, and it shall be operated for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.**  
**MEMBERSHIP**

The membership of the Corporation shall consist of the Dean, a College Administrator appointed by the Dean of the College of Pharmacy ("College"), the University of Florida Senior Vice President for Health Affairs or designee, and each participating faculty member of the College.

**ARTICLE IV.**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.**  
**MEETINGS**

Section 5.1. - Annual Meetings. There shall be an annual meeting ~~of the members on the third Wednesday of October~~ of each year in the Fall for (i) the election of members of the Board in any year such election is required by the Corporation's Articles of Incorporation, (ii) receiving the annual reports of officers, directors and committees, and (iii) the transaction of

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other business. Notice of the meeting, signed by the Secretary, is to be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2. - Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. - Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. - Quorum. The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5 - Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

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Section 5.6 -Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- a) Recording the roll.
- b) Proof of Notice of meeting or waiver of notice.
- c) Reading of the minutes.
- d) Receiving communications
- e) Election of officers (if applicable).
- f) Reports of officers.
- g) Reports of committees.
- h) Unfinished business
- i) New business
- j) Discussion of future meetings and possible convening dates.

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

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

Section 6.1 - Membership. The Board of Directors shall consist of the Dean of the College or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them~~or designee~~, University President or designee, a College Administrator appointed by the Dean, and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

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Section 6.2 - Term of Office. The Dean of the College, University President, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee of any of them, and the College Administrator, will serve as a member of the Board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of four years. Members may serve more than one term.

Section 6.3 - Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University Of Florida Board Of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The -property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of the University of Florida Board of Trustees and of the Board of Governors as amended from time to time, including the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and

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any amendments thereto.

Section 6.4 - Meetings of the Board. Regular meetings of the Board will follow the annual meeting of the membership in the Fall, and be held at such other times as determined by the Board at its annual meeting or at any special meeting duly called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of a majority of Board members. The Secretary will give five days prior notice of any special meeting to all members of the Board.

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Section 6.5 - Waiver. Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida and any action may be taken thereat, if notice is waived in writing by four-fifths of all members of the Board.

Section 6.6 - Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten days later.

Section 6.7 - Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, University President, the College Administrator, Senior Vice President for Health Affairs, or Vice President for Business Affairs, Chief Operating Officer/Chief Financial Officer, or respective designee of any of them, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

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Section 6.8 - Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VII. OFFICERS**

Section 7.1 - Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President, a Secretary, a Treasurer and an Executive Vice President, if one is appointed by the Dean, and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may

be consolidated and held by one person The Dean may appoint an Executive Vice President of the Corporation subject to the approval of the President of the University of Florida and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the Corporation.

Section 7.2 - Method of Election. With the exception of the President and the Executive Vice President, if one is selected by the Dean, the Board will elect all officers for a term of four years. A majority of the Board present will be necessary to constitute an election. All officers, except the President and Executive Vice President may be removed, with or without cause, by a majority vote of the Board of Directors. The Executive Vice President may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the Board of Directors.

Section 7.3 - Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside at the respective meetings of the members of the Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee. The President shall also at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

Vice President. In case of death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tern. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report

at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tern. The offices of Secretary and Treasurer may be held by the same person.

Section 7.4 - Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 - The Executive Vice President. The Dean may appoint an Executive Vice President subject to the approval of the President of the University of Florida. The Executive Vice President shall be an ex officio non-voting member of the Executive Committee, Board of Directors and all Committees appointed by the Board of Directors except the Nominating Committee. The Executive Vice President shall also serve as their Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day to day management and operation of the Corporation. The Executive Vice President shall be accountable directly to the Corporation's President, Executive Committee and the President of the University of Florida. The Executive Vice President may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University after consultation with the Board of Directors.

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Section 7.6. - Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.7 - Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.8 - Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University after consultation with the conflict-free members of the Board of Directors.

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**ARTICLE VIII.**  
**COMMITTEES**

Section 8.1 - Executive Committee. Pursuant to a resolution adopted by the



majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the Corporation's President, Vice President, Secretary, Treasurer, and the Executive Vice President, if one is selected by the Dean. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2 - Nominating Committee. During the month of September in every fourth year, the Board will appoint a nominating committee of five members, none of whom is to be a member of the Board, whose duty it will be to nominate candidates for the Board of Directors to be elected at the next annual election. The nominating committee will notify the Secretary in writing, at least twenty days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, will mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 8.3 - Independent Nomination. Nominations for the Board may also be made by the written endorsement of not less than ten members of the Corporation, if forwarded to the Secretary at least fifteen days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.4 - Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.5 - Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the Corporation's independent auditors. If an Audit Committee cannot be formed for whatever reason, the Board may serve as the Audit Committee with the recusal of the Executive Vice President when voting.

Section 8.6 - Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.7 - Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.8 - Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.9 - Committee Removal. A committee member other than ex-officio ~~member~~ ~~directors~~ may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

#### **ARTICLE IX.** **PROFESSIONAL INCOME**

Section 9.1 - Assignment. Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 - Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund described in Article X, Section 10.3.

#### **ARTICLE X.** **EXPENDITURE OF RECEIPTS**

Section 10.1. - Use of Receipt. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2 - Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of pharmacy education at the University of Florida College of Pharmacy and shall be made only after approval by the Dean of the College, or his/~~her~~ designee- and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March

17, 2017 including any amendments thereto.

Section 10.3 - College Fund. A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to twenty percent of the net funds collection.

**ARTICLE XI.**  
**ADMINISTRATION POLICIES**

Section 11.1 - Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and of the Florida Board of Governors concerning Faculty Practice Plans, including Board of Trustees Internal Operating Memorandum 07-21 ~~and any amendments thereto, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.~~

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Section 11.2 - Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be promptly sent not later than the end of the third month following the close of the fiscal year to the President of the University of Florida or his or her designee and the Dean of the College for their review and then forwarded to the Board of Governors for review

Section 11.3 - Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean, Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida for approval and then forwarded to the Board of Governors for review.

**ARTICLE XII.**  
**SEAL**

The seal of the Corporation shall be as more particularly shown in the following

impression.

**ARTICLE XIII.**  
**AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing him/herself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

**ARTICLE XV.**  
**MISCELLANEOUS**

Section 15.1 - Review of Mission. The President of the University of Florida or his or

her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 - Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 - Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name of the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 - Definitions: As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University Of Florida Board Of Trustees.

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“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the University Of Florida College Of Pharmacy Faculty Practice Association, Inc.

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“Ex Officio” means by virtue or because of an office.

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"For cause" means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

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"Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interest of the Corporation and the University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors.

“University” or “UF” means the University of Florida.

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“University President” or “President of the University” means the President of the University of Florida.

In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

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I HEREBY CERTIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of University of Florida College of Pharmacy Faculty Practice Association, Inc. and were adopted by the Board of Directors on \_\_\_\_\_.

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By: Julie A. Johnson, President

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Attest: \_\_\_\_\_

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_ 2018<sup>7</sup> by \_\_\_\_\_ the Chairperson of the Board of Directors of the University Of Florida College Of Pharmacy Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

Commented [YB9]: Is the chairperson the Dean?

Commented [SK10]: Yes

\_\_\_\_\_  
Notary

\_\_\_\_\_  
Printed/Typed Name of Notary  
Commission No. \_\_\_\_\_ Expires: \_\_\_\_\_  
Personally known \_\_\_\_/ID Produced: \_\_\_\_\_

Approved: \_\_\_\_\_  
Dean, College of Pharmacy

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\_\_\_\_\_  
Secretary

**AMENDED AND RESTATED  
BYLAWS  
OF  
UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY  
FACULTY PRACTICE ASSOCIATION, INC.  
(Adopted on February 14, 2018)**

**ARTICLE I.  
NAME**

The name of this Corporation shall be **UNIVERSITY OF FLORIDA COLLEGE OF PHARMACY FACULTY PRACTICE ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.  
PURPOSE**

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Pharmacy, all as determined by The University of Florida Board of Trustees, and it shall be operated for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.  
MEMBERSHIP**

The membership of the Corporation shall consist of the Dean, a College Administrator appointed by the Dean of the College of Pharmacy ("College"), the University of Florida Senior Vice President for Health Affairs or designee, and each participating faculty member of the College.

**ARTICLE IV.  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.  
MEETINGS**

**Section 5.1. - Annual Meetings.** There shall be an annual meeting each year in the Fall for (i) the election of members of the Board in any year such election is required by the Corporation's Articles of Incorporation, (ii) receiving the annual reports of officers, directors and committees, and (iii) the transaction of other business. Notice of the meeting, signed by

the Secretary, is to be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2. - Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. - Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. - Quorum. The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5 - Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6 -Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- a) Recording the roll.
- b) Proof of Notice of meeting or waiver of notice.
- c) Reading of the minutes.
- d) Receiving communications.
- e) Election of officers (if applicable).
- f) Reports of officers.
- g) Reports of committees.
- h) Unfinished business.
- i) New business.
- j) Discussion of future meetings and possible convening dates.

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



**ARTICLE VI.**  
**BOARD OF DIRECTORS**

Section 6.1 - Membership. The Board of Directors shall consist of the Dean of the College or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, University President or designee, a College Administrator appointed by the Dean, and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Section 6.2 - Term of Office. The Dean of the College, University President, Senior Vice President for Health Affairs, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee of any of them, and the College Administrator, will serve as a member of the Board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of four years. Members may serve more than one term.

Section 6.3 - Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President for Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of the University of Florida Board of Trustees and of the Board of Governors as amended from time to time, including the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and

any amendments thereto.

Section 6.4 - Meetings of the Board. Regular meetings of the Board will follow the annual meeting of the membership in the Fall, and be held at such other times as determined by the Board at its annual meeting or at any special meeting duly called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of a majority of Board members. The Secretary will give five days prior notice of any special meeting to all members of the Board.

Section 6.5 - Waiver. Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida and any action may be taken thereat, if notice is waived in writing by four-fifths of all members of the Board.

Section 6.6 - Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten days later.

Section 6.7 - Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, University President, the College Administrator, Senior Vice President for Health Affairs, or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or respective designee of any of them, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

Section 6.8 - Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VII. OFFICERS**

Section 7.1 – Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President, a Secretary, a Treasurer and an Executive Vice President, if one is appointed by the Dean, and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may

be consolidated and held by one person. The Dean may appoint an Executive Vice President of the Corporation subject to the approval of the President of the University of Florida and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the Corporation.

Section 7.2 - Method of Election. With the exception of the President and the Executive Vice President, if one is selected by the Dean, the Board will elect all officers for a term of four years. A majority of the Board present will be necessary to constitute an election. All officers, except the President and Executive Vice President may be removed, with or without cause, by a majority vote of the Board of Directors. The Executive Vice President may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the Board of Directors.

Section 7.3 - Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside at the respective meetings of the members of the Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee. The President shall also at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

Vice President. In case of death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tern. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received

in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tern. The offices of Secretary and Treasurer may be held by the same person.

Section 7.4 - Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 - The Executive Vice President. The Dean may appoint an Executive Vice President subject to the approval of the President of the University of Florida. The Executive Vice President shall be an ex officio non-voting member of the Executive Committee, Board of Directors and all Committees appointed by the Board of Directors except the Nominating Committee. The Executive Vice President shall also serve as their Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day to day management and operation of the Corporation. The Executive Vice President shall be accountable directly to the Corporation's President, Executive Committee and the President of the University of Florida. The Executive Vice President may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University after consultation with the Board of Directors.

Section 7.6. - Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.7 - Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.8 - Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VIII.** **COMMITTEES**

Section 8.1 - Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the Corporation's President, Vice President, Secretary, Treasurer, and the Executive Vice President, if one is selected by the Dean. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2 - Nominating Committee. During the month of September in every fourth year, the Board will appoint a nominating committee of five members, none of whom is to be a member of the Board, whose duty it will be to nominate candidates for the Board of Directors to be elected at the next annual election. The nominating committee will notify the Secretary in writing, at least twenty days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, will mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 8.3 - Independent Nomination. Nominations for the Board may also be made by the written endorsement of not less than ten members of the Corporation, if forwarded to the Secretary at least fifteen days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.4 - Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.5 - Audit Committee. The Board of Directors shall appoint an Audit Committee and shall, in conjunction with the Audit Committee, adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the Corporation's independent auditors. If an Audit Committee cannot be formed for whatever reason, the Board may serve as the Audit Committee with the recusal of the Executive Vice President when voting.

Section 8.6 - Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.7 - Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.8 - Committee Vacancies. The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

Section 8.9 - Committee Removal. A committee member other than ex-officio committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE IX.**

### **PROFESSIONAL INCOME**

Section 9.1 - Assignment. Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 - Allocation. All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund described in Article X, Section 10.3.

## **ARTICLE X.**

### **EXPENDITURE OF RECEIPTS**

Section 10.1. - Use of Receipt. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2 - Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of pharmacy education at the University of Florida College of Pharmacy and shall be made only after approval by the Dean of the College, or his/her designee and after approval by the Board of

Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

Section 10.3 - College Fund. A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to twenty percent of the net funds collection.

**ARTICLE XI.**  
**ADMINISTRATION POLICIES**

Section 11.1 - Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and of the Florida Board of Governors concerning Faculty Practice Plans, including Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2 - Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be promptly sent not later than the end of the third month following the close of the fiscal year to the President of the University of Florida or his or her designee and the Dean of the College for their review and then forwarded to the Board of Governors for review.

Section 11.3 - Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean, Senior Vice President for Health Affairs and sent not later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida for approval and then forwarded to the Board of Governors for review.

**ARTICLE XII.**  
**SEAL**

The seal of the Corporation shall be as more particularly shown in the following impression.

**ARTICLE XIII.**  
**AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing him/herself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

**ARTICLE XV.**  
**MISCELLANEOUS**



Section 15.1 - Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 - Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 - Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name of the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 - Definitions: As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the University of Florida College of Pharmacy Faculty Practice Association, Inc.

“Ex Officio” means by virtue or because of an office.

"For cause" means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

"Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interest of the Corporation and the University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors.

“University” or “UF” means the University of Florida.

“University President” or “President of the University” means the President of the University of Florida.

In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

I HEREBY CERTIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of University of Florida College of Pharmacy Faculty Practice Association, Inc. and were adopted by the Board of Directors on February 14, 2018.

By: Julie A. Johnson, President

Attest: 

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this 21 day of February 2018 by Julie A. Johnson the Chairperson of the Board of Directors of the University of Florida College Of Pharmacy Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

  
Notary

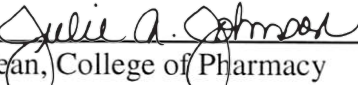
Jennifer Marie Tucker  
Printed/Typed Name of Notary



JENNIFER MARIE TUCKER  
MY COMMISSION # GG 022818  
EXPIRES: December 19, 2020  
Bonded Thru Budget Notary Services

Commission No. GG022818 Expires: 12/19/2020

Personally known  /ID Produced:

Approved:   
Dean, College of Pharmacy

  
Secretary

## Memorandum

To: Dean Haley and Dr. Kadambi (CEO)

From: OGC

Date: January 18, 2018

Re: Changes to UFJPI Bylaws/Articles of Incorporation

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On March 17, 2017, the University of Florida (UF) Board of Trustees (BOT) adopted the Governance Enhancement Standards (summary of which is attached to this memorandum) which impose requirements on UF affiliates, including UFJPI, to request and receive UF President and/or BOT approval for certain initiatives and expenditures as set forth more fully in the attached document entitled "Affiliates: Governance Enhancement Summary, UF Jacksonville Physicians, Inc." Also attached hereto are the amended Bylaws and Articles of Incorporation requiring UFJPI Board review and approval and then subsequent ratification by identified UF Officers and the BOT.

Citations to the substantive changes are listed below. Substantive changes are also highlighted in the attached Bylaws and Articles of Incorporation.

### Changes contained in Seventh Amended Bylaws:

Article 6, Section 1: Reference to BOT Governance Standards

Article 6, Section 1(a): References to BOT Governance Standards

Article 6, Section 1(b): References to BOT Governance Standards

Article 8, Sections 1, 2, 4, 5, 6, 8, 9: Inclusion of VP of Ambulatory as Officer

Article 13, Sections 1 and 2: References to BOT Governance Standards

Article 15, Section 1: Reference to BOT Governance Standards

\*\*\* Other minor editorial changes.

### Changes contained in Amended and Restated Articles of Incorporation:

Paragraph on page 2 of Recitals: Reference to vote on amended Articles of Incorporation

Article 2, Section 2: Reference to BOT Governance Standards

Article 9: Reference to BOT Governance Standards

**Affiliates: Governance Enhancement Summary  
UF Jacksonville Physicians, Inc.**

	Reference BL = Bylaws AI = Articles of Incorpor.
<b>Actions requiring approval of the full BOT</b>	
UF President appointees to Affiliate Board	
Capital Facilities Projects >\$2M that are energy savings contract, bonded, or need state appropriations request and are included in the budget	BL Article 6 Sec. 3 (re: UF President's designee) BL Article 6 Sec. 1b and c
Capital Facilities Projects >\$2M that are energy savings contract, bonded, or need state appropriations request	BL Article 6 Sec. 1b and c
Debt (including energy savings contracts, P3 transactions)	BL Article 6 Sec. 1 d; AI Article III
Amend articles or create new entity, affiliate, subsidiary or merger	BL Article 13 Sec. 1, AI Article 9
<b>Actions requiring UF Pres approval with concurrence of BOT Chair and Notice to the BOT Vice Chair</b>	
Capital budget if >\$10M or includes privately funded capital facilities projects >\$2M	BL Article 15 Sec. 1
Operating budget if includes privately funded facilities project >\$2M	
Privately funded capital facilities projects >\$2M	BL Article 6 Sec. 1b and c
>\$2M Facilities change order that increases GMP >10% or requires new state appropriation request	BL Article 6 Sec. 1b and c
Real estate full title; Easements >25 years; Leases >10 years or >50K sf or >\$10M NPV lease payments	BL Article 6 Sec. 1b and c;
Goods and services transaction if contract is ≥\$10M total value and ≥\$2M/yr average OR >10 yrs and exclusive	AI Article III
Amend bylaws	BL Article 6 Sec. 1 b and c; AI Article III
Legal/Admin. Enforcement claims settlement >\$1M	BL Article 13 Sec. 2
<b>Actions requiring UF Pres approval after conferring with BOT Chair and notifying BOT Vice Chair</b>	
Hiring, Firing and Compensation (both initial and changes) of the Chief Executive Officer	BL Article 6 Sec. 9, Article 8 Sec. 3b and Sec. 8
Legal/Admin. Enforcement claims settlement .5-\$750K to ≤\$1M	BL Article 10
<b>Actions requiring approval of UF President only</b>	
Legal/Admin. Enforcement claims settlement ≤\$750K	BL Article 10
Operating budget (if does not include facilities projects >\$2M)	BL Article 15 Sec. 1
Capital budget >\$2M - ≤\$10M	BL Article 15 Sec. 1

**SEVENTH AMENDED AND RESTATED BYLAWS OF  
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

**ARTICLE 1  
NAME**

The name of this Corporation shall be the University of Florida Jacksonville Physicians, Inc. (A Not for Profit Corporation).

**ARTICLE 2  
PURPOSE**

The objects and purposes for which this Corporation is organized and the nature of its business and activities are as set forth in the Articles of Incorporation, Florida Statutes §§ 1004.29, 1004.30, 617.0302 and the University of Florida Board of Trustees (UFBOT) Internal Operating Memorandum No. 07-21 and No. 07-22, all as may be amended from time to time.

**ARTICLE 3  
MEMBERSHIP**

The membership of the Corporation shall consist of all clinical faculty who serve at least 0.50 full time equivalent (FTE) on the faculty of the University of Florida College of Medicine – Jacksonville and each Member shall retain his or her status only so long as he or she remains at least a 0.50 FTE member of the clinical faculty of the University of Florida College of Medicine – Jacksonville.

**ARTICLE 4  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 5  
MEMBERSHIP MEETINGS**

**Section 1. Special Membership Meetings.** There are no required regular meetings of the Members. Special meetings of the Members may be called by the Board of Directors, or the Chairperson of the Board of Directors, at its or his or her discretion. Upon the written request of twenty percent (20%) of the corporate membership, the Board of Directors shall call a special meeting of the Members to consider a specific subject. The announcement of a special membership meeting shall be transmitted to Members by electronic mail, except as otherwise provided by statute, at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation.

**Section 2. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of the Corporation may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Member having the right to vote and attending the meeting, or (b) attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/Treasurer in advance of the meeting.

**Section 3. Quorum.** A majority of the Members of the Corporation shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten (10) days later following five (5) days' notice to non-attending Members.

**Section 4. Voting/Proxies.** If the manner of deciding any matter before the membership of the Corporation has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority of the votes cast. However, Members entitled to vote shall not be permitted to vote or act by proxy.

**Section 5. Presiding Officer.** The Chairperson, or in his or her absence the President/CEO, will preside at meetings of the Members of the Corporation. In the absence of the Chairperson and President/CEO of the Board, the Chairperson shall designate an individual to chair the meeting, or if this does not occur, the quorum present may choose a chairperson for the meeting.

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

**Section 1. Powers and Duties.** Except as set forth in the following paragraphs or as required by law or The University of Florida Board of Trustees, including UFBOT Governance Enhancement Standards adopted on March 17, 2017, and any amendments thereto, the property, affairs, activities and concerns of this Corporation shall be managed by the Board of Directors and by officers, agents and employees of the Corporation acting under authority of said Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to the officers.

(a) **Priority Actions.** Notwithstanding any other provision, the following actions of the Board of Directors, the authority for which may not be delegated, shall be taken by it as Priority Actions, as defined in Article 16, (and this shall be deemed a substantive requirement of these Bylaws):

- (1) approval of thresholds for transaction of Corporation business under Article 6, Sections 1(c) and (d);
- (2) approval of the annual operating budget;
- (3) approval of the capital budget;
- (4) approval of the use of University resources by the Corporation;
- (5) approval of spending policies, asset allocation and investment policies for long- and short-term needs of the Corporation and the University of Florida College of Medicine - Jacksonville, and real estate and other capital asset acquisition and disposition policies, all of which shall be established and acted on by the Board of Directors (and shall designate which actions require the University President's ratification under said policies);
- (6) approval of the Corporation's conflict of interest policies;
- (7) approval of the charter of the audit committee (which is established under Article 9, Section 4);
- (8) amendment of the Articles of Incorporation and these Bylaws, subject to the approval of the University of Florida Board of Trustees; and
- (9) any voluntary dissolution, merger or consolidation of the Corporation or the sale or transfer of all or substantially all of the Corporation's assets, or the creation of any subsidiary or of any auxiliary organization, which also requires approval of the University of Florida Board of Trustees.

Written affirmative ratification by the University President, sent to the Chairperson, is required in order for the Priority Action to become effective. If written ratification is not received by the

Chairperson within ninety days after notice to the University President of the need for ratification, then the Priority Action shall be deemed not ratified and shall not take effect.

(b) **Non-delegable Duties.** Except as otherwise provided herein or through means of duly adopted policies and guidelines, the Board of Directors shall have the authority to exercise the following powers, which may not be delegated, **unless required by law or the University of Florida Board of Trustees:**

- (1) The adoption of any strategic plan developed for the Corporation;
- (2) Major financing, refinancing and debt prepayments;
- (3) Asset sales equal to or greater than \$50,000;
- (4) Transfer of any assets worth more than \$25,000 to other entities or individuals;
- (5) Execution of any contract for the provision of unbudgeted obligations equal to or greater than \$250,000;
- (6) Any unbudgeted expenditures equal to or greater than \$250,000;
- (7) **Enforcement of claims settlement within the limits set forth by the University of Florida Board of Trustees;** and
- (8) Any other transaction which can reasonably be expected to have a material impact on the financial position or operations of the Corporation.

(c) **Execution of Corporation Documents.** The Chairperson, President/CEO, and Vice President are authorized to execute in the name of the Corporation, with the Secretary/Treasurer attesting if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board of Directors or these Bylaws and complying with all applicable Corporation and University policies, or necessary to effectuate the purposes of the Corporation, provided that any authority involving the Corporation's contracting, debts, financial obligations **or the University of Florida Board of Trustees,** or any regulated activities, shall be within thresholds established by the Board of Directors. The President/CEO may delegate in writing his or her duties under this section to other Officers or Corporation employees in the areas of their responsibility and expertise.

(d) **Bonds and Debt.** Subject to Article 6, Section 1(a), but notwithstanding any other provision of these Bylaws, the Board of Directors shall be required to approve and the University of Florida Board of Trustees' ratification is required for (a) any action by the Corporation that would have a reasonable likelihood of adversely affecting the bond credit rating of the Corporation and (b) the issuance of all bonds, the incurrence of all debt, and the guarantee of any debt by the Corporation above thresholds to be established by the Corporation's Board of Directors.

**Section 2. Directors.** The Directors of the Corporation shall be full voting members of the Board of Directors and shall include:

- (a) The Dean of the University of Florida College of Medicine – Jacksonville;
- (b) The Senior Associate Dean for Clinical Affairs of the University of Florida College of Medicine – Jacksonville;
- (c) The Senior Associate Dean for Faculty Affairs of University of Florida College of Medicine – Jacksonville, unless such individual is a chairperson of a clinical department of the University of Florida College of Medicine – Jacksonville;
- (d) A representative of the University of Florida Board of Trustees, who may or may not be a Trustee, appointed by the Chairperson of the University of Florida Board of Trustees or by his or her designee;
- (e) The President of the University of Florida, or his or her designee;
- (f) The Senior Vice President for Health Affairs, or his or her designee;
- (g) The University of Florida Chief Operating Officer, Chief Financial Officer, or Vice President for Business Affairs, or a designee for any of them, as determined by the University President;

- (h) The Chairperson of each of the clinical departments of the University of Florida College of Medicine – Jacksonville;
- (i) Director of the University of Florida Health Cardiovascular Center – Jacksonville;
- (j) The President of the Faculty Council of the University of Florida College of Medicine – Jacksonville; and
- (k) The President-Elect of the Faculty Council of the University of Florida College of Medicine – Jacksonville.

**Section 3. Terms of Office.** Each Director will serve so long as he or she holds the office or the position that resulted in placement on the Board of Directors, except that any person who is serving as the designee of an official shall serve until a successor is appointed by his or her designator. The Board of Trustees representative appointed by the Chairperson of the University of Florida Board of Trustees, or his or her designee, and the University President’s designee appointed by the University President shall serve at the discretion of the Board of Trustees Chairperson or his or her designee or the University President, respectively.

**Section 4. Additional Advisors.** The Board or the Chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

**Section 5. Vacancies.** Whenever a vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay in the same manner and by the same appointing or designating authority specified for the position or by the hiring authority for the position at the University of Florida.

**Section 6. Compensation.** Members of the Board of Directors shall receive no compensation for serving on the Board. Directors may, however, be reimbursed for reasonable expenses they incur in the course of carrying out their duties. Directors shall exercise good judgment and act prudently when incurring expenses for the account of the Corporation.

**Section 7. No Favoritism.** The members of the Board of Directors shall not be favored in applying for or receiving the services of the Corporation.

**Section 8. Disclosure.** The Board of Directors shall adopt a Conflict of Interest Policy. The Policy may only be amended upon approval by seventy-five percent (75%) of the Directors and ratification by the Senior Vice President for Health Affairs and the President of the University. Any Director for whom there may exist a Conflict of Interest, as defined in the Policy, shall disclose such possible Conflict of Interest to the Board at the time it arises. Any Director for whom there is or may exist a Conflict of Interest shall refrain from discussion (except to provide factual information if asked by the Board during discussion) or, to the extent permitted by laws, any vote on any such matter and shall not be physically present in the room at the time any vote is taken thereon.

**Section 9. Removal.** Notwithstanding any other provision, a Director may be removed “for cause” by the President of the University after consultation with the Corporation’s Board of Directors or the Chairperson of the Board, or other designated officer, as the Corporation’s authorized executive for this purpose.

## **ARTICLE 7**

### **BOARD OF DIRECTORS MEETINGS**



**Section 1. Regular/Special Board Meetings.** Regular meetings of the Board of Directors shall be held at times scheduled by the Secretary/Treasurer and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. The Board shall have at least six (6) meetings annually. Special meetings of the Board may be called by the Chairperson of the Board or upon the written request of five (5) members of the Board. The Secretary/Treasurer shall give five (5) days prior notice of any special meeting to all Directors. All meetings of the Board shall comply with applicable law, as such law may allow these Bylaws, or action by the Board, to make changes in otherwise required procedure or actions.

**Section 2. Attendance at Board Meetings.**

- (a) **Minimum Attendance Required.** Members of the Board of Directors shall be expected to attend at least one-half (½) of the meetings per fiscal year of the Board and of Board committees of which they are members. Minutes of such meetings will indicate attendance.
- (b) **Attendance via Communications Equipment.** A Director may participate in any regular or special meeting of the Board by, or the Board may conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting and any other attendees may simultaneously speak and hear each other during the meeting. A Director participating in a meeting by this means will be deemed to be present in person at the meeting for purposes of determining a quorum.

**Section 3. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Director having the right to vote and attending the meeting, or (b) attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/Treasurer in advance of the meeting.

**Section 4. Quorum.** A majority of the Members of the Board of Directors at a duly noticed meeting shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to another date following five (5) days' notice to non-attending Directors.

**Section 5. Voting/Proxies.** If the manner of deciding any matter before the Board has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority vote of those present and voting at a meeting at which a quorum is present. Directors shall not be permitted to vote or act by proxy.

**Section 6. Presiding Officer.** The Chairperson, or in his or her absence the President/CEO, will preside at meetings of the Board of Directors. In the absence of the Chairperson of the Board and the President/CEO of the Corporation, the meeting will be run by a Director designated by the Chairperson. If no such designation has occurred, the next highest ranking officer of the Corporation will designate a Director to serve as the chairperson for the meeting.

**Section 7. Order of Business.** The order of business shall be decided by the Chairperson. The order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

**ARTICLE 8**  
**OFFICERS**

**Section 1. Number.** The Officers of the Corporation shall be a Chairperson, President/Chief Executive Officer (CEO), Vice President, Secretary/Treasurer, Vice President of Finance, Vice President of Operations and Vice President of Ambulatory, and such other officers as may be designated by the Board of Directors. The Board may delegate to Vice President of Finance, Vice President of Operations and Vice President of Ambulatory the responsibility for the day to day management and operation of the Corporation. Except for the Corporation's Vice President of Finance, Vice President of Operations and Vice President of Ambulatory, only a person who is a member of the Corporation's Board of Directors, may serve as an officer of the Corporation.

**Section 2. Method of Election and Term.** The Board of Directors shall elect all officers other than the Chairperson, President/CEO, Vice President of Finance, Vice President of Operations and Vice President of Ambulatory. A majority vote of those voting when a quorum is present shall be necessary for the election of an officer. Each elected officer shall serve for a term of one (1) year.

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

- (a) **Chairperson.** The office of the Chairperson of the Board will be filled by the incumbent of the position of the Dean of the University of Florida College of Medicine – Jacksonville and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. The Chairperson of the Board shall preside at all meetings of the Board of Directors. In general, he or she shall perform all duties usually incident to the office of the Chairperson and such other duties as may be assigned to him or her by the Board of Directors or these Bylaws. The Chairperson shall appoint all committees and their chairpersons, other than the Executive Committee.
- (b) **President/Chief Executive Officer (CEO).** The office of the President/CEO will be filled by the incumbent of the position of the Senior Associate Dean for Clinical Affairs and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. The President/CEO shall communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President/CEO and such other duties as may be assigned to him or her by the Board of Directors, the Chairperson or these Bylaws. The President/CEO shall perform the duties of the Chairperson in the absence of the Chairperson.
- (c) **Vice President.** The Vice President shall perform such duties as delegated by the President /CEO of the Corporation. In case of the death or absence of the President/CEO, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President/CEO.
- (d) **Secretary/Treasurer.** It shall be the duty of the Secretary/Treasurer, or his or her designee(s), to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify the officers and members of the Corporation of their appointment on committees; to furnish the chairperson of each committee with a copy of the vote under which the committee is appointed, and at his or her request give notice of the meetings of the

committee; and generally devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary/Treasurer, the Chairperson may appoint a Secretary/Treasurer pro tempore. The Secretary/Treasurer, or his or her designee(s), shall be the keeper of the Corporation's seal.

The Secretary/Treasurer, or his or her designee(s), shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers submitted in accordance with the Corporation's Board-approved authorized levels or, subject to the thresholds established and ratified as required by Article 6, Section 1, otherwise approved in writing by any member of the Board of Directors and the Dean of the University of Florida College of Medicine – Jacksonville or his or her designee. The Secretary/Treasurer, or his or her designee, shall deposit all sums received in a bank, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President/CEO.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the University of Florida College of Medicine – Jacksonville, or his or her designee, and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a Secretary/Treasurer-elect, to the President/CEO.

**Section 4. Vice President of Finance.** The Vice President of Finance will be filled by the incumbent Vice President of Finance of the Corporation. The Vice President of Finance shall oversee the day to day management and operation over his or her respective areas of responsibility. The Vice President of Finance shall be accountable directly to the President of the University, or his or her designee, the Corporation's President/CEO and the Corporation's Board of Directors.

**Section 5. Vice President of Operations.** The Vice President of Operations will be filled by the incumbent Vice President of Operations of the Corporation. The Vice President of Operations shall oversee the day to day management and operation over his or her respective areas of responsibility. The Vice President of Operations shall be accountable directly to the President of the University, or his or her designee, the Corporation's CEO/President and the Corporation's Board of Directors.

**Section 6. Vice President of Ambulatory.** The Vice President of Ambulatory will be filled by the incumbent Vice President of Ambulatory of the Corporation. The Vice President of Ambulatory shall oversee the day to day management and operation over his or her respective areas of responsibility. The Vice President of Ambulatory shall be accountable directly to the President of the University, or his or her designee, the Corporation's CEO/President, and the Corporation's Board of Directors.

**Section 7. Vacancies.** All vacancies in any office, except those of the Chairperson and the President/CEO, shall be filled by the Board of Directors, without undue delay, at any regular meeting or at a meeting specifically called for that purpose. A vacancy in the position of the Chairperson shall be filled by appointment of the President of the University of Florida. In the case of the President/CEO, the vacancy shall be filled by appointment by the Dean of the University of Florida College of Medicine – Jacksonville upon prior consent of the President of the University of Florida.

**Section 8. Compensation of Officers.** Except for the Vice President of Finance, the Vice President of Operations and the Vice President of Ambulatory of the Corporation, the officers shall receive no salary or compensation from the Corporation in their role as an officer.

**Section 9. Removal.** Any Officer, other than the Chairperson, President/CEO, Vice President of Finance, Vice President of Operations and Vice President of Ambulatory, may be removed by a two-thirds vote of the Directors present and voting whenever, in the Board's judgment, the interests of the Corporation would be best served. The Vice President of Finance, Vice President of Operations and/or Vice President of Ambulatory may be removed, with or without cause, by a vote of at least a majority of the Board of Directors whenever, in the Board's judgment, the interests of the Corporation would be best served. Any Officer, including President/CEO, Vice President of Finance, Vice President of Operations and Vice President of Ambulatory, may be removed for cause or unacceptable performance by the University President after consultation with the Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

## **ARTICLE 9 COMMITTEES**

**Section 1. Standing Committees.** The committees named in these Bylaws shall be Standing Committees. In addition, the Chairperson may, subject to the Board's approval, appoint such Standing Committees as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Unless disbanded by a majority vote of the Board, Standing Committees will be permanent. The Chairperson shall appoint all members of Standing Committees, except as otherwise provided by these Bylaws, and, subject to the Board's approval, appoint Standing Committee chairpersons. Each Standing Committee Chairperson must be a current member of the Board of Directors. Except for the membership of the Audit Committee as set forth in Section 4 below, Standing Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation provided that a majority of the Standing Committee members are Directors. Standing Committees shall report to the Board of Directors at each regular meeting of the Board.

**Section 2. Special Committees.** The Board by resolution, or the Chairperson or the President/CEO at any time, may create and appoint the chair and members of such other committees to act in an advisory capacity on any subject for which there are no Standing Committees. These committees will be referred to as Special Committees. Special Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation. In the case of a Special Committee created by Board resolution, such resolution shall prescribe the subject matter to be addressed by the Special Committee and the period of its existence. Special Committees shall report to the Board of Directors on a semi-annual basis unless otherwise instructed by the Board or the Chairperson or the President/CEO.

**Section 3. Executive Committee.** The Executive Committee will be a Standing Committee. The membership of the Executive Committee will include the representative of the University of Florida Board of Trustees, the President of the University or his or her designee, and the Corporation's Chairperson, President/CEO, Vice President, and Secretary/Treasurer. Notwithstanding any other provision of these Bylaws, the Chairperson may, at his or her discretion, appoint other members of the Executive Committee, but the Executive Committee's membership may be limited to those individuals named above. Subject to the limitations contained in the Amended and Restated Articles of Incorporation, the Executive Committee shall have such powers and authority as the Board of Directors of the Corporation may delegate to it.

Minutes of all Executive Committee meetings shall be recorded in their entirety and forwarded to the members of the Board of Directors within thirty (30) days. Notwithstanding any other provision of these Bylaws, the Dean of the University of Florida College of Medicine – Jacksonville shall serve as Chairperson of the Executive Committee. The Executive Committee shall meet at least semi-annually or at such other times as deemed necessary by its Chairperson.

**Section 4. Audit Committee.** The Audit Committee will be a Standing Committee. The Board of Directors shall appoint the members of the Audit Committee and shall, in conjunction with the appointment of the Audit Committee members, adopt an Audit Committee Charter, which shall be approved by the President of the University. The membership of the Audit Committee may include members of the Finance Committee and the Board of Directors, but such individuals shall not make up a majority of the Audit Committee's membership. The University President shall serve, or may designate the University's Chief Operating Officer or Chief Financial Officer to serve, as an ex-officio voting member of the Audit Committee. The purpose of the Audit Committee shall be to assist the Board in fulfilling its fiduciary oversight responsibilities, including oversight of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance, as well as the independence and performance of internal and external auditors, by engaging the Corporation's external and internal auditors, setting the annual audit plans with the auditors, reviewing and approving the annual audits of the Corporation, reviewing and reporting significant financial risk exposures and mitigation plans.. The external auditor shall report directly to the Audit Committee. A copy of the annual audit report and management letter(s) shall be provided to all members of the Board of Directors and the University President, if he or she is not a member.

**Section 5. Finance Committee.** The Finance Committee will be a Standing Committee and will provide financial review and oversight to the Board for a broad range of fiscal, business development and management issues and policies, including the establishment and implementation of an investment policy to enhance and protect corporate funds.

- (a) **The Finance Committee Chair.** The Chair of the Finance Committee will be appointed by the President/CEO with the consent of the Chairperson of the Board. To be eligible for appointment as the Chair of the Finance Committee, the individual must have been a member of the Finance Committee for a minimum of three (3) years and have demonstrated knowledge of corporate healthcare financial issues. The Chair will be appointed for one term of five (5) years.
- (b) **Finance Committee Members.** The Finance Committee will have no fewer than eight (8) members and no more than twelve (12) members, excluding the Finance Committee Chair. The remaining membership of the Finance Committee will be comprised of, and maintained at, fifty percent (50%) Department Chairs and fifty percent (50%) faculty of the University of Florida College of Medicine - Jacksonville. To be eligible to serve as members of the Finance Committee, faculty must have a minimum of seven (7) years of experience in academic medicine. One of the members of the Finance Committee must be a faculty member from the Department of Community Health and Family Medicine. Except for the specified ex-officio member, all members will be appointed by the President/CEO, with the consent of the Chairperson of the Board, and the term of service will be as outlined in the Finance Committee charter, but will not exceed eight (8) years in the total of successive terms.

**Section 6. Committee Quorum.** A majority of the voting members of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall, by a majority of its entire membership, decide otherwise.

**Section 7. Committee Vacancies.** The authority which originally appointed a committee member shall have the power to fill any vacancy on the committee.

**Section 8. Committee Member Ratification by President.** Any committee member may be removed, with or without cause, by a vote of at least a majority of the Corporation's Board of Directors, and any committee member may be removed for cause by the President of the University after consultation with the conflict-free members of the Corporation's Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

## **ARTICLE 10** **INDEMNIFICATION**

**Section 1. Indemnification.** Every Director and Officer of the Corporation and all members of Committees of the Corporation, whether or not Directors, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer or Committee Member in connection with any proceeding, including any appeal, or any settlement of any proceeding, or a threat thereof, to which the individual may be a party or in which he or she becomes involved as a result of or in the course of serving as a Director, Officer or Committee Member. The indemnified party does not have to be a Director, Officer or Committee Member at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, or in the case of settlement of a threat of a proceeding, the indemnification shall apply only upon approval by the Board of Directors as being in the best interests of the Corporation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

**Section 2. Exceptions and Limitations.** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Corporation, if prohibited by law, or if a two-thirds vote of the members of the Board of Directors then serving determines the otherwise indemnified person acted in bad faith or with willful misconduct. A current or former Director, Officer or Committee Member is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time. The Board of Directors may arrange and pay for appropriate insurance to cover all such losses and expenses. Nothing in these Bylaws shall waive or derogate from the application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under this and the prior Section shall be provided to the indemnified person 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 Corporation to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

## **ARTICLE 11** **DISTRIBUTION OF NET RECEIPTS**

**Section 1. Distribution of Net Receipts.** The accumulation, expenditure and distribution of the net receipts of the Corporation shall be exclusively for the improvement and support of medical education at the University of Florida College of Medicine – Jacksonville.

**Section 2. Dean's Fund.** A Dean's Fund shall be established for the exclusive use of the Dean of the University of Florida College of Medicine – Jacksonville, in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the University of Florida College of Medicine – Jacksonville. The amount to be distributed to this fund by the Corporation shall be determined by the Dean of the

University of Florida College of Medicine – Jacksonville, with the approval of the Board of Directors as part of the annual Budget approval.

**ARTICLE 12**  
**PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Corporation all cases to which they are applicable and in which they are not inconsistent with the Articles and Bylaws of the Corporation.

**ARTICLE 13**  
**AMENDMENTS**

**Section 1. Articles of Incorporation.** The Articles of Incorporation may be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to the Articles of Incorporation, including a copy of the proposed amendment, will be mailed to each member of the Board of Directors not fewer than seven (7) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Articles of Incorporation shall not become effective until ratified by the Dean of the University of Florida College of Medicine – Jacksonville, the Senior Vice President for Health Affairs, and the President of the University as the designee of the Board of Trustees. **Any amendments to the Articles of Incorporation shall not become effective until approved by the University of Florida Board of Trustees.**

**Section 2. Bylaws.** The Bylaws of this Corporation shall be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, will be mailed to each member of the Board of Directors not fewer than seven (7) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Bylaws shall not become effective until ratified by the Dean of the University of Florida College of Medicine – Jacksonville, the Senior Vice President for Health Affairs, and the President of the University as the designee of the Board of Trustees. **Any amendments to the Bylaws shall not become effective until approved by the University of Florida Board of Trustees.**

**ARTICLE 14**  
**ADMINISTRATIVE POLICIES**

**Section 1. Affairs and Operations.** Notwithstanding any other provision of these Bylaws to the contrary **and the Articles of Incorporation**, the affairs and operations of the Corporation shall be conducted in strict compliance with the University of Florida Board of Trustees Internal Operating Memorandum No. 07-21 and No. 07-22, as may be amended from time to time.

**Section 2. Financial Audits and Reports.** An annual financial audit of the Corporation's books and records, including a management letter, shall be conducted by an independent Certified Public Accountant. Upon completion, a copy of the annual audit report, management letters, and any supplemental data requested by the Board of Governors, the University Board of Trustees, and the Auditor General shall be considered public records pursuant to Section 119.07, Florida Statutes. The audit shall be completed and, together with management's responses, submitted to the President of the University or his or her designee not later than three (3) months after the close of the Corporation's fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report

concerning material results of the Corporation's audits to the Board of Trustees. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time as designated by the President of the University of Florida or his or her designee in consultation with the Dean of the University of Florida College of Medicine – Jacksonville.

## **ARTICLE 15** **GENERAL PROVISIONS**

**Section 1. Annual Budget.** Except as set forth in Article 6 of these Bylaws or as required by law or the University of Florida Board of Trustees, the Corporation shall adopt an annual operating/capital budget, which shall be recommended by the Dean of the University of Florida College of Medicine – Jacksonville and the Senior Vice President for Health Affairs and which shall be submitted to the President of the University or his or her designee for approval not later than sixty (60) days after the first day of the fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report concerning the Corporation's approved budgets and financial performance to the Board of Trustees.

**Section 2. Public Access to Records.** Public access to the Corporation's records and meetings shall be governed by Florida Statutes § 1004.30.

**Section 3. Use of University Name or Resources.** The President of the University of Florida shall, at all times, monitor and retain control over the use of the University of Florida name and resources to ensure that the Corporation's activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.

**Section 4. Written Policies.** The Corporation shall maintain written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment, and a code of business conduct, which shall be approved by the Board of Directors and shall be consistent with all University of Florida policies.

**Section 5. Conflicts of Interest.** Conflicts of interest shall be determined, disclosed, and managed by a Conflicts of Interest Policy adopted by the Board of Directors.

## **ARTICLE 16** **DEFINITIONS**

1. "Board of Trustees" or "UFBOT" means the University of Florida Board of Trustees.
2. "Directors" means the members of the Board of Directors of the Corporation.
3. "For cause" means actions or omissions that may adversely reflect on the interests or reputation of the Corporation or the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose. Any such determination may be made by the University President at any time and need not depend on the conclusion of any external determination or process.
4. "Corporation" means the University of Florida Jacksonville Physicians, Inc.



5. “Officers” means the Chairperson, President/CEO, Vice President, Secretary/Treasurer, Vice President of Finance, Vice President of Operations, Vice President of Ambulatory and such other officers as may be designated by the Board of Directors.
6. “Priority Action” means an action of the Board of Directors that affects critical interests, assets or the reputation of the University and, consequently, in order to be effective, requires written ratification by the University President; these are specified in Article 6, Section 1. Only the Board of Directors, however, can cause a Priority Action or any other action of the Board of Directors to be taken, as that is the purview of the Board of Directors and requires a vote of a majority of the directors at a meeting at which quorum is present (or such other vote of the Directors as may be specified for the action by these Bylaws or applicable law).
7. “Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation’s authorized executive for this purpose.
8. “University” or “UF” means the University of Florida.
9. “University President” or “President of the University” means the President of the University of Florida.
10. In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

**I HEREBY CERTIFY THAT** the forgoing **Seventh** Amended and Restated Bylaws are the Bylaws of the University of Florida Jacksonville Physicians, Inc., and were adopted by the Board of Directors on \_\_\_\_\_ and will be effective \_\_\_\_\_.

Attest: \_\_\_\_\_  
Leon Haley, M.D., M.H.S.A., CPE, FACEP  
Chairman  
University of Florida Jacksonville Physicians, Inc.

(State of Florida)  
(County of Duval)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_ 2018 by Leon Haley M.D. the Chairperson of the Board of Directors of the University of Florida Jacksonville Physicians, Inc., a Florida not-for-profit Corporation.

\_\_\_\_\_  
Notary

\_\_\_\_\_  
Printed/Typed Name of Notary  
Commission No. \_\_\_\_\_ Expires: \_\_\_\_\_  
Personally known \_\_\_\_/ID Produced: \_\_\_\_\_

Approved/Ratified:

\_\_\_\_\_  
Dean, University of Florida College of Medicine – Jacksonville

\_\_\_\_\_  
Senior Vice President for Health Affairs

\_\_\_\_\_  
Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.  
A Not -For-Profit Corporation  
(Formerly Jacksonville Faculty Practice Association, Inc.)**

The undersigned, as the Secretary/Treasurer of **UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, does hereby certify:

That the original name of the Corporation was University Hospital Academic Fund, Inc. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 17, 1978; and,

That an Amendment to the Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 27, 1987 to change the name of the Corporation to Jacksonville Faculty Practice Association, Inc.; and,

That on October 28, 1992, the Board of Trustees of the Corporation voted to amend and restate in their entirety the then-current Articles of Incorporation by a two-thirds (2/3) vote of its members, as provided for in Article XI of the then-current Articles of Incorporation of the Corporation, and, on December 15, 1992, the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and,

That on September 28, 1994, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the members, as provided in Article XI of the then-current Articles of Incorporation of the Corporation, and, on February 23, 1995, the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and

That on March 29, 1995, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of its members, as provided in Article XI of the then-current Articles of Incorporation; and,

That the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State on October 9, 1996 to change the name of the Corporation to the University of Florida Jacksonville Physicians, Inc.; and,

That on August 31, 2005, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation of the Corporation, as provided for in Article IX of the then-current Articles of Incorporation, to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #04-10; and,

That on March 24, 2010, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation, as provided for in Article IX of the then-current Articles of Incorporation, to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #07-21; and,

That on March 30, 2016, the Board of Directors of the Corporation voted, effective on June 30, 2016, to amend and restate in their entirety the Amended and Restated Articles of Incorporation of the Corporation, as provided for in Article 9 of the then-current Articles of Incorporation, to incorporate provisions necessary for the merger of the Corporation with University of Florida Jacksonville Healthcare, Inc., a corporation organized under Chapter 617, Florida Statutes, that is a Health Services Support Organization, and the Corporation's subsequent recognition on April 1, 2016, by The University of Florida Board of Trustees as a Health Services Support Organization, including compliance with Sections 1004.29 and 1004.30, Florida Statutes, and The University of Florida Board of Trustees Internal Operating Memorandum #07-22; and,

That on January 31, 2018, the Board of Directors of the Corporation voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a majority vote of its directors as provided for in the current Articles of Incorporation of the Corporation; and;

That any amendments included in this restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provisions of the Restated Articles of Incorporation, other than the inclusion of these amendments and the omission of matters of historical interest.

**NOW, THEREFORE,** Based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

#### **ARTICLE 1** **NAME**

The name of the corporation shall be: **UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

#### **ARTICLE 2** **PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 1. Purposes.** The Corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes, and the purposes for which the Corporation is formed are all purposes permitted by Section 617.0301, Florida Statutes. The President of the University of Florida, or his or her designee, confirms that the Corporation's mission is to support one or more of the purposes of the University of Florida. The Corporation shall be operated exclusively for charitable, scientific and educational purposes in support of the missions of the University of Florida College of Medicine – Jacksonville and its supporting organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such corporate purposes include, but shall not be limited to, promotion of education, research and community service through the care of the sick and injured, including the furthering by clinical study, laboratory research, publication and teaching of the knowledge of diseases and the application of such knowledge to the prevention and treatment of diseases through clinical practice. The Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code and pertinent Treasury

Regulations as they now exist or as they may be amended.

Section 2. Limitations on Actions. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a Corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue code) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue code).

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of Section 1004.29, Florida Statutes, and the University of Florida Faculty Practice Plan, as approved by The University of Florida Board of Trustees and as amended from time to time, including the University of Florida Board of Trustees Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 3. Dissolution Upon dissolution of the Corporation, assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any subsequent revenue laws), as may be identified by the President of the University of Florida in a plan for disposition or, absent such a plan, to the University of Florida or its successor public educational institution, or, if none, as may be identified by the last Board of Directors of the Corporation, and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE 3** **POWERS**

Subject to the limitations set forth in Article 2, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under Chapter 617, Florida Statutes, and other laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

### **ARTICLE 4** **MEMBERSHIP**

The membership of the Corporation shall consist of those individuals designated in the Bylaws.

### **ARTICLE 5** **TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules and policies of The University of Florida Board of Trustees.

**ARTICLE 6**  
**OFFICERS**

The officers of the Corporation and the manner of election or appointment thereof is as described in the Bylaws.

**ARTICLE 7**  
**BOARD OF DIRECTORS**

The powers of the Corporation will be exercised, its property controlled, and its affairs governed by the Board of Directors of the Corporation with such ratification or approval certain actions as is required by the Bylaws. Members of the Board of Directors will be elected or appointed as provided in the Bylaws.

**ARTICLE 8**  
**STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE 9**  
**AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of all members of the Board of Directors present at any regular or at any special meetings called for that purpose, subject to ratification by the Dean of the University of Florida College of Medicine – Jacksonville, the University of Florida Senior Vice President for Health Affairs and the President of the University of Florida as the designee of the University of Florida Board of Trustees and subject to the approval of the University of Florida Board of Trustees. Amendment of the Bylaws are as provided therein.

**ARTICLE 10**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Corporation is located at 653 West 8th Street, Jacksonville, Florida, 32209. Nancy D. Frashuer, whose office is the principal office, is designated as the Registered Agent to accept service of process for the Corporation within this state, and the Agent's acceptance is endorsed hereon.

**ARTICLE 11**  
**USE OF UNIVERSITY NAME OR RESOURCES**

The President of the University of Florida shall at all times retain control over the use of the University of Florida name and resources to ensure that the Corporation's activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.



**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for University of Florida Jacksonville Physicians, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

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Thomas W. Young  
Registered Agent



**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FLORIDA VETERINARY MEDICINE  
FACULTY ASSOCIATION, INC**

To: Department of State  
Tallahassee, FL 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of FLORIDA VETERINARY MEDICINE ASSOCIATION, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational, and charitable purposes under the provisions of Chapter 617, Florida Statutes do hereby state, that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 12, 1999;

That on October 13, 2008, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That on February 12, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

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That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.**

**NAME**

The name of this Corporation is Florida Veterinary Medicine Faculty Association, Inc. The principal office and place of business of the Corporation shall be University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, Florida 32610.

**ARTICLE II.**

**PURPOSE**  
**LIMITATIONS AND DISSOLUTION**

Section 2.1. Purposes. The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Veterinary Medicine, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. Limitations on Actions. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall incur to the benefit of any individual, and no part of its activities shall be for the carrying on of a

program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

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Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees', Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

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Section 2.3 Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Inc. for the benefit of the University of Florida College of Veterinary Medicine provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Veterinary Medicine preferably for its veterinary medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Code 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III.** **POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific, and educational purposes.

### **ARTICLE IV.** **MEMBERSHIP**

Section 4.1 Qualification. The Dean of the University of Florida College of Veterinary Medicine (the "College"), ~~an~~ administrator(s) of the college appointed by the Dean, University of Florida's Vice President for Health Affairs, the Executive Vice President of the Corporation, if one is appointed by the Dean, ~~and~~ faculty members (full time) of the College who are assigned to the teaching hospital will be members, and any other members as provided in the Bylaws.

### **ARTICLE V.** **TERMS OF EXISTENCE**

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VI.**  
**OFFICERS**

The officers of the Corporation will be elected as provided in the Bylaws.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.

**ARTICLE VIII.**  
**STOCKS AND DIVIDENDS**  
**PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income of its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.**  
**AMENDMENT**

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

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**ARTICLE X.**  
**OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, FL 32610. The mailing address of the registered office is Office of the General Counsel, P.O. Box 1 13125, Gainesville, FL 32611-3125. The name of the Corporation's registered agent at the registered office is John Haven, III.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
James Lloyd, PhD  
Chair, Board of Directors

\_\_\_\_\_  
Dana Zimmel, PhD  
Secretary

STATE OF FLORIDA     )  
COUNTY OF ALACHUA    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_ 2018, by James Lloyd and Dana Zimmel, who are personally known to me and who did take an oath.

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the Florida Veterinary Medicine Faculty Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

\_\_\_\_\_  
John Haven, III

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FLORIDA VETERINARY MEDICINE  
FACULTY ASSOCIATION, INC.**

To: Department of State  
Tallahassee, FL 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of FLORIDA VETERINARY MEDICINE ASSOCIATION, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational, and charitable purposes under the provisions of Chapter 617, Florida Statutes do hereby state, that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 12, 1999;

That on October 13, 2008, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That on February 12, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees ("UFBOT") have approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The name of this Corporation is Florida Veterinary Medicine Faculty Association, Inc. The principal office and place of business of the Corporation shall be University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, Florida 32610.

**ARTICLE II.  
PURPOSE LIMITATIONS AND DISSOLUTION**

Section 2.1. Purposes. The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Veterinary Medicine, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. Limitations on Actions. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall incurr to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on

behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 2.3 Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Inc. for the benefit of the University of Florida College of Veterinary Medicine provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Veterinary Medicine preferably for its veterinary medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Code 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III. POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific, and educational purposes.

### **ARTICLE IV. MEMBERSHIP**

Section 4.1 Qualification. The Dean of the University of Florida College of Veterinary Medicine (the "College"), administrator(s) of the college appointed by the Dean, University of Florida's Vice President for Health Affairs, the Executive Vice President of the Corporation if one is appointed by the Dean, faculty members (full time) of the College who are assigned to the teaching hospital will be members, and any other members as provided in the Bylaws.

### **ARTICLE V. TERMS OF EXISTENCE**

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VI.  
OFFICERS**

The officers of the Corporation will be elected as provided in the Bylaws.

**ARTICLE VII.  
BOARD OF DIRECTORS**

The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.

**ARTICLE VIII.  
STOCKS AND DIVIDENDS  
PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income of its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.  
AMENDMENT**

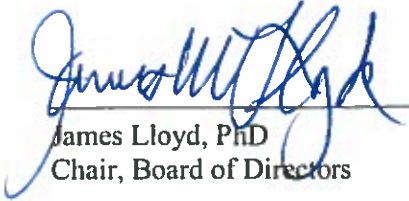
Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

**ARTICLE X.  
OFFICE AND REGISTERED AGENT**

The street address and mailing address of the registered office of the Corporation is University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, FL 32610. The mailing address of the registered office is Office of the General Counsel, P.O. Box 113125, Gainesville, FL 32611-3125. The name of the Corporation's registered agent at the registered office is John Haven, III.



IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 12<sup>th</sup> day of February, 2018.

  
James Lloyd, PhD  
Chair, Board of Directors

  
Dana Zimmer, DVM, Diplomate ACVIM, ABVP  
Secretary

STATE OF FLORIDA     )  
COUNTY OF ALACHUA    )

The foregoing instrument was acknowledged before me this 14~~th~~ day of February 2018, by James Lloyd and Dana Zimmer.

  
Notary


Shellie S. Evers  
Printed/Typed Name of Notary

Commission No. GG132356 Expires: 8/14/2021

Personally known  /ID Produced: \_\_\_\_\_

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the Florida Veterinary Medicine Faculty Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

  
\_\_\_\_\_  
John S. Haven, III  
Treasurer

~~**THIRD SECOND-**~~  
**AMENDED**  
**BYLAWS OF**  
**FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.**  
(Adopted on ~~February 12, 2018~~)

**ARTICLE I.**  
**NAME**

The name of this Corporation shall be **FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.**  
**PURPOSE**

This Corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Veterinary Medicine, all as determined by The University of Florida Board of Trustees ("**UFBOT**"), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.**  
**MEMBERSHIP**

The membership of the Corporation shall consist of the Dean of the College of Veterinary Medicine ("College"), ~~an~~ two administrators of the college appointed by the Dean, the University of Florida's Senior Vice President for Health Affairs or designee, the Executive Vice President of the Corporation, if one is appointed by the dean, and each (full time) clinical faculty member of the College.

**Commented [HIS1]:** Two administrators – it was just me as the secretary and treasurer – we split those two roles with the Assoc. Dean of Clinical Sciences/Chief of Staff of the Hospitals and me

**ARTICLE IV.**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.**  
**MEETINGS**

Section 5.1. - Annual Meetings. There shall be an annual meeting of the members ~~shall be~~ held during the ~~Fall~~ of each year for (i) the election of members of the Board of Directors (the "Board") in any year such election is required by the Corporation's Articles of Incorporation, (ii) receiving the annual reports of officers, directors and committees, and (iii) the transaction of other business. Notice of the meeting, signed by the Secretary, is to be mailed or sent electronically, to the last recorded mailing or UF e-mail address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the

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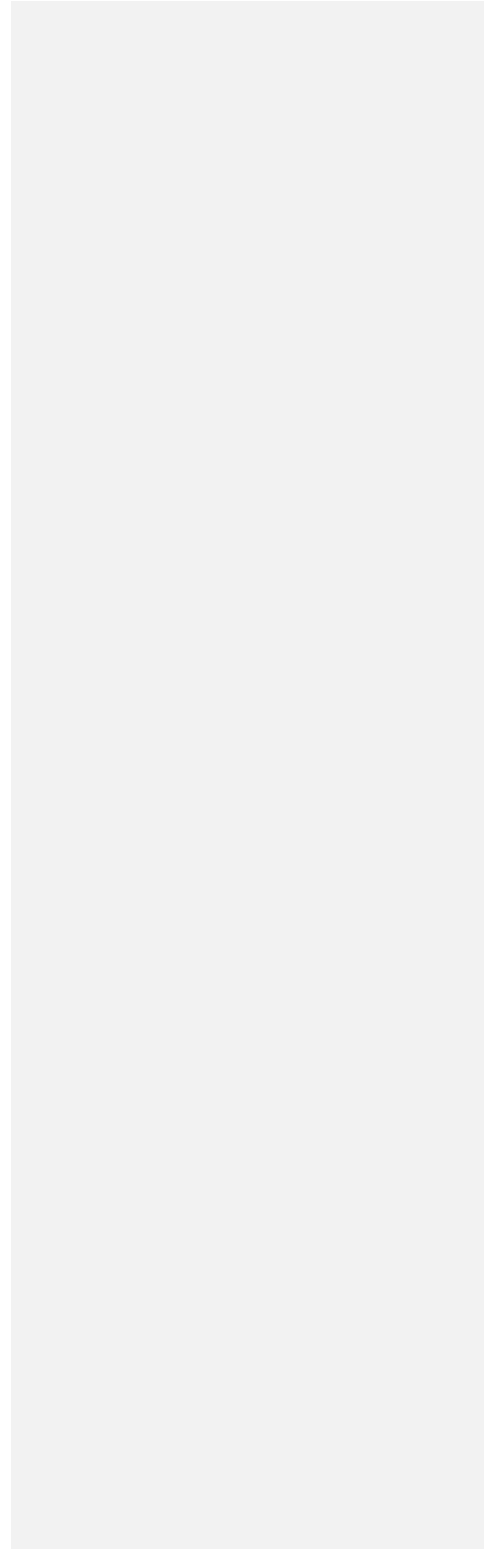
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place, date, time and purpose of the meeting.



Section 5.2. - Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

**Commented [HIS5]:** Should it just be 10, or should it be some percent of the members?

**Commented [YB6]:** Most of the other faculty plans use 10 but it could be a percentage. Do you have a preference?

Section 5.3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. - Quorum. The presence in person of at least 35 percent (35%) of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5 - Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6 - Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- (a) Recording the roll.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications
- (e) Election of officers (if applicable).
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business
- (i) New business
- G) Discussion of future meetings and possible convening dates.

**Commented [YB7]:** Do you want to keep this level of specificity? (a)-(g)

**Commented [HIS8]:** sure

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

## **ARTICLE VI. BOARD OF DIRECTORS**

Section 6.1 - Membership. The Board of Directors shall consist of the Dean of the College or his or her designee, the Executive Vice President of the Corporation; if one is appointed by the Dean, the University of Florida's Senior Vice President for Health Affairs or his or her designee, two college

**Commented [HIS9]:** added missing language about EVP

**Commented [YB10]:** Is one typically appointed?

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**Commented [HIS11]:** two college administrators as per note above

administrators appointed by the Dean, the University of Florida's Vice President for Business Affairs/~~Chief Operating Officer/Chief Financial Officer or designee of any of them~~ or his or her designee, and ~~two~~ **three** members of the Corporation, ~~one representing large animal faculty, one representing the comparative, diagnostic and population medicine faculty, by and the other representing small animal faculty,~~ elected by the members. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. The nominee receiving the most votes cast shall be elected even when the number of such votes do not constitute a majority of the votes cast.

- Commented [12]:
- Commented [HIS13]: 3 with the addition of the new clinical dept which was created in the Spring
- Commented [YB14]: This is ok?
- Commented [HIS15]: One representing the "Comparative Diagnostic and Population Medicine faculty,"

Section 6.2 - Term of Office. The Dean of the College, Senior Vice President for Health Affairs, University President, and college administrator, and Vice President for Business Affairs/~~Chief Operating Officer/Chief Financial Officer or designee of any of the foregoing, or any respective designee of the fore~~ will serve as a member of the Board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of ~~two~~ **three** years with staggered terms. Elected members may serve more than one term as long as the ~~terms~~ are not consecutive.

- Commented [HIS16]: Made plural to reflect 2
- Commented [HIS17]: Changed to three years to address 1 election each year with staggered terms
- Commented [YB18]: This is ok.

Section 6.3 - Powers and Duties of the Board of Directors. ~~Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.~~ The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

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The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

~~Subject to the limitations contained in the Articles of Incorporation, the Practice Plan, and the rules and regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, and including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto,~~ the Corporation shall have the power and authority to borrow money by issuing long or short term notes, bonds or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board of Directors.

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Section 6.4 - Meetings of the Board. Regular meetings of the Board will follow the annual meeting of the membership in the ~~Fall~~, and be held at such other times as determined by the Board at its annual meeting or at any special meeting duly called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of a majority of Board members. The Secretary will give five days prior notice of any special meeting to all members of the Board.

- Commented [HIS20]: yes
- Commented [YB21]: Is this still accurate

Section 6.5 - Waiver. Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida and any action may be taken

thereat, if notice is waived in writing by four-fifths of all members of the Board.

Section 6.6 - Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten days later.

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Section 6.7 - Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, college administrators, Executive Vice President, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or Senior Vice President of Health Affairs, or any respective designee, the person acting in that capacity or a designee thereof will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

- Commented [HIS23]: Changed to plural for 2
- Commented [HIS24]: Added EVP
- Commented [YB25]: IOM 07-21

Section 6.8 - Removal. A director other than an ex-officio director may be removed from office or from a committee for any reason by the vote of a majority of the members of the Board. Any director may be removed from office or from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board.

## **ARTICLE VII. OFFICERS**

Section 7.1 - Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Secretary, a Treasurer and an Executive Vice President, if one is appointed by the Dean, and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may be consolidated and held by one person. The Dean may appoint an Executive Vice President of the Corporation, who shall be subject to the approval of the President of the University of Florida who shall consult with the Dean in this regard and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the Corporation.

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Section 7.2 - Method of Election. With the exception of the President, Secretary, Treasurer, and the Executive Vice President, if an Executive Vice President ~~one~~ is appointed~~selected~~ by the Dean, who will serve for a two year term, the Board will elect all officers for a term of two-three years. A majority of the Board present will be necessary to constitute an election. All officers, except the President may be removed, with or without cause, by a majority vote of the Board of Directors. The Executive Vice President shall serve at the pleasure of the Dean. The Executive Vice President may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

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- Commented [HIS26]: This conflicts with section 6.1 which says the 2 administrators are appointed by the dean... does the dean re-appoint each 2 years?
- Commented [HIS27]: Changed to 3 years to reflect the 3 departments
- Commented [YB28]: Ok
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Section 7.3 - Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside as chairman at the respective meetings of the members of the

Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee and Audit Committee. The President shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

**Commented [HIS29]:** We don't have the president on the audit committee – the performance of the president/dean is within the scope of review of an external auditor...

Secretary. The Secretary will be filled by the incumbent Associate Dean for Clinical Affairs of the College of Veterinary Medicine. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer will be filled by the incumbent Executive Director of the College of Veterinary Medicine. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

**Commented [HIS30]:** To confirm – the dean appoints 2 administrators to the board, with me as the head college fiscal person... there needs to be an election of the board members for me to actually be the treasurer? Same for the other administrator who is usually the secretary?

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The offices of Secretary and Treasurer may be held by the same person.

**Commented [YB31]:** What positions by title in the college serve as secretary and treasurer? We will make those officer positions the incumbent holding your position (e.g. CFO) and the other position (e.g. COO).

Section 7.4 - Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 - The Executive Vice President. The Dean may appoint an Executive Vice President subject to the approval of the President of the University of Florida. The Executive Vice President shall be an ex officio non-voting member of the Executive Committee, Board of Directors and all Committees appointed by the Board of Directors except the Nominating Committee. The Executive Vice President shall also serve as the Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day to day management and operation of the Corporation. The Executive Vice President shall be accountable directly to the Corporation's President, Executive Committee and the President of the University of Florida or his or her designee. The Executive Vice President may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consulting with the Board of Directors.

**Commented [YB32]:** IOM 07-21

Section 7.6. - Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

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**Commented [HIS33]:** ??



Section 7.7 - Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.8 Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

Commented [YB34]: IOM 07-21

## **ARTICLE VIII. COMMITTEES**

Section 8.1 - Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee the following will be deemed members of said Committee: the Corporation's President, Vice President, Secretary, Treasurer, and the Executive Vice President, if one is appointed by the Dean. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding; the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2 - Nominating Committee. During the month of September of every year, the Nominating Committee will nominate candidates for the Board of Directors to be elected at the next annual election. The Nominating Committee will notify the Secretary in or by e-mail, at least twenty days before the date of the annual meeting, of the: names of such candidates, and the Secretary, except as herein otherwise provided, will e-mail a copy thereof to the last UF e-mail address of each member simultaneously with the notice of the meeting. The Nominating Committee for any year shall consist of the last five (5) outgoing faculty members of the Board and the Chair of the Nominating Committee shall be the most recent departed faculty member.

Commented [YB35]: Is this still accurate?

Commented [HIS36]: yes

Section 8.2.1 - Independent Nominations. Nominations for the Board may also be made by the written endorsement of not less than ten members of the Corporation, if forwarded to the Secretary at least fifteen days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.3 - Audit Committee. The Corporation shall have an Audit Committee. The Audit Committee shall select the Corporation's independent outside auditor to perform the annual audit of the Corporation and shall receive such audit report and meet with the Corporation's auditors as necessary to review the results of such audit. The Board, in conjunction with the Audit Committee, shall adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for the oversight of the integrity of the financial reporting, internal controls and the independence and performance of the audit function of the corporations' independent auditors.

Commented [HIS37]: EVP is the chair of the audit committee

Section 8.4 - Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Commented [YB38]: OK

Section 8.5 - Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 8.6 - Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 8.7 - Committee Vacancies. The authority that originally appointed a committee shall have the power to fill any vacancy on the committee.

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Section 8.8 - Committee Removal. A committee member other than an ex-officio member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

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## **ARTICLE IX. PROFESSIONAL INCOME**

Section 9.1 - Assignment. Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

Section 9.2 - Allocation. All faculty practice income received by the Corporation from its members shall be allocated for and credited to the Fund described in Article X Section 10.3.

## **ARTICLE X. EXPENDITURE OF RECEIPTS**

Section 10.1. Use of Receipt. The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2- Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of veterinary medicine education at the University of Florida College of Veterinary Medicine and shall be made only after approval by the Dean of the College, or his designee, and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

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Section 10.3 - College Fund. A College Fund shall be established for the exclusive use of the Dean in providing

administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: cost of operating the teaching hospital, costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board.

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## **ARTICLE XI. ADMINISTRATION POLICIES**

Section 11.1 - Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the regulations and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

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Section 11.2 - Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be submitted not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College for their review.

Section 11.3 - Operating Budget An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs not later than 60 days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for approval.

## **XII. ARTICLE SEAL**

The seal of the Corporation shall be as more particularly shown in the following impression.

## **ARTICLE XIII. AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

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**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the

Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

**ARTICLE XV**  
**MISCELLANEOUS**

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

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Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

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Section 15.4 Definitions: As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

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“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Florida Veterinary Medicine Faculty Association, Inc.

“Ex Officio” means by virtue or because of an office.

"For cause" means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

"Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interest of the Corporation and the University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors.

"University" or "UF" means the University of Florida.

"University President" or "President of the University" means the President of the University of Florida.

In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

**I HEREBY CERTIFY THAT** the foregoing Third Amended Bylaws are the Bylaws of Florida Veterinary Medicine Faculty Association, Inc. and were adopted by the Board of Directors on February 12, 2018.

By: James W. Lloyd, President

Attest: \_\_\_\_\_

(State of Florida)  
(County of Alachua)

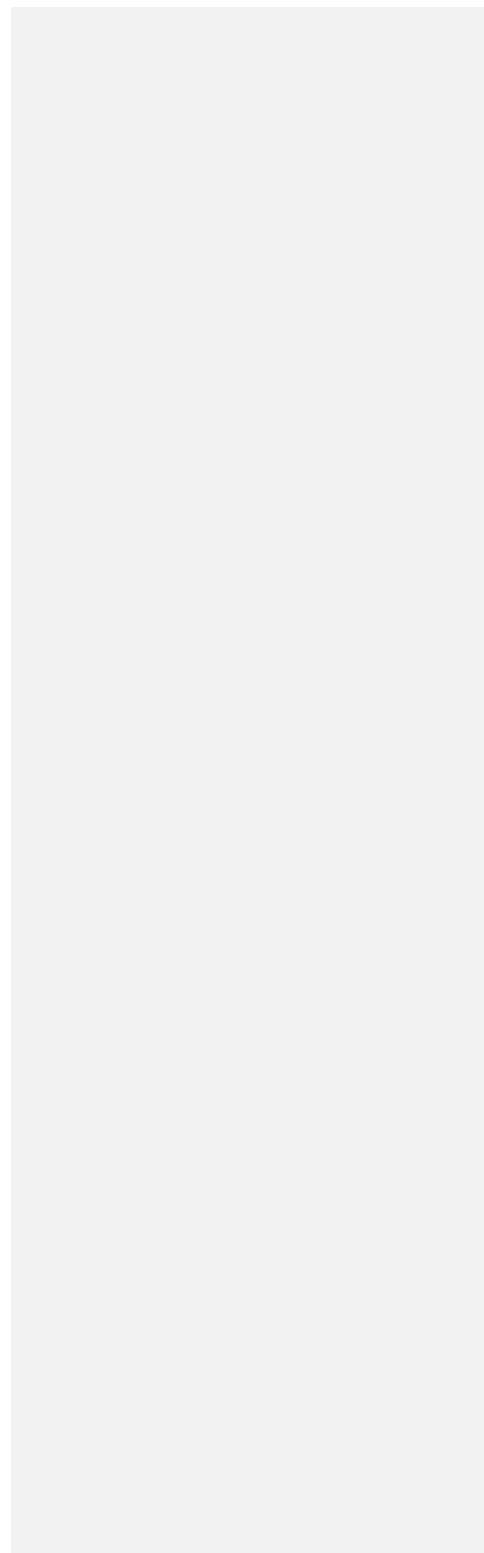
The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_ 2018 by \_\_\_\_\_ the Chairperson of the Board of Directors of the Florida Veterinary Medicine Faculty Association, Inc., a Florida not-for-profit Corporation.

\_\_\_\_\_  
Notary

\_\_\_\_\_  
Printed/Typed Name of Notary  
Commission No. \_\_\_\_\_ Expires: \_\_\_\_\_  
Personally known \_\_\_\_/ID Produced: \_\_\_\_\_

Approved: \_\_\_\_\_  
Dean, College of Veterinary Medicine

\_\_\_\_\_  
Secretary





**THIRD AMENDED BYLAWS OF  
FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.  
(Adopted on February 12, 2018)**

**ARTICLE I.**

**NAME**

The name of this Corporation shall be **FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.**

**PURPOSE**

This Corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Veterinary Medicine, all as determined by The University of Florida Board of Trustees ("UFBOT"), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.**

**MEMBERSHIP**

The membership of the Corporation shall consist of the Dean of the College of Veterinary Medicine ("College"), two administrators of the college appointed by the Dean, the University of Florida's Senior Vice President for Health Affairs or designee, the Executive Vice President of the Corporation, if one is appointed by the dean, and each (full time) clinical faculty member of the College.

**ARTICLE IV.**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.**

**MEETINGS**

**Section 5.1. - Annual Meetings.** There shall be an annual meeting of the members held during the Fall of each year for (i) the election of members of the Board of Directors (the "Board") in any year such election is required by the Corporation's Articles of Incorporation, (ii) receiving the annual reports of officers, directors and committees, and (iii) the transaction of other business. Notice of the meeting, signed by the Secretary, is to be mailed or sent electronically, to the last recorded mailing or UF e-mail address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. Each notice of an annual meeting must set forth the place, date, time and purpose of the meeting.

Section 5.2. - Special Meetings. Special meetings of the membership may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3. - Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4. - Quorum. The presence in person of at least 35 percent (35%) of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5 - Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6 - Order of Business. The order of business shall be as follows at all meetings of the Corporation's members, Board of Directors or Executive Committee:

- (a) Recording the roll.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications
- (e) Election of officers (if applicable).
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business
- (i) New business
- (j) Discussion of future meetings and possible convening dates.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the pertinent body present.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS**

Section 6.1 - Membership. The Board of Directors shall consist of the Dean of the College or his or her designee, the Executive Vice President of the Corporation if one is appointed by the Dean, the University of Florida's Senior Vice President for Health Affairs or his or her designee, two college administrators appointed by the Dean, the University of Florida's Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them or his or her designee, and three members of the Corporation elected by the members. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. The nominee receiving the most votes cast shall be elected even when the number of such votes do not constitute a majority of the votes cast.

Section 6.2 -Term of Office. The Dean of the College, Senior Vice President for Health Affairs, University President, college administrators, and Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of the foregoing, will serve as a member of the Board for such time as such person continues to serve in such person's respective capacity. Elected members will serve for a period of three years with staggered terms. Elected members may serve more than one term as long as the terms are not consecutive.

Section 6.3 - Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to either the officers or the Executive Committee.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

Subject to the limitations contained in the Articles of Incorporation, the Practice Plan, and the rules and regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, and including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto, the Corporation shall have the power and authority to borrow money by issuing long or short term notes, bonds or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board of Directors.

Section 6.4 - Meetings of the Board. Regular meetings of the Board will follow the annual meeting of the membership in the Fall, and be held at such other times as determined by the Board at its annual meeting or at any special meeting duly called for that purpose. No formal notice will be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of a majority of Board members. The Secretary will give five days prior notice of any special meeting to all members of the Board.

Section 6.5 - Waiver. Notwithstanding the provision of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida and any action may be taken thereat, if notice is waived in writing by four-fifths of all members of the Board.

Section 6.6 - Quorum. A majority of the members of the Board will constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten days later.

Section 6.7 - Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the Dean, college administrators, Executive Vice President, Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or Senior Vice President of Health Affairs, or any respective designee, the person acting in that capacity or a designee thereof will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced elected member.

Section 6.8 - Removal. A director other than an ex-officio director may be removed from office or from a committee for any reason by the vote of a majority of the members of the Board. Any director may be removed from office or from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board.

## **ARTICLE VII.** **OFFICERS**

Section 7.1 - Number. The officers of the Corporation will include a President, who shall be the Dean of the College, a Secretary, a Treasurer and an Executive Vice President, if one is appointed by the Dean, and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may be consolidated and held by one person. The Dean may appoint an Executive Vice President of the Corporation, who shall be subject to the approval of the President of the University of Florida who shall consult with the Dean in this regard and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the Corporation.

Section 7.2 - Method of Election. With the exception of the President, Secretary, Treasurer, and the Executive Vice President, if an Executive Vice President is appointed by the Dean, the Board will elect all officers for a term of three years. A majority of the Board present will be necessary to constitute an election. All officers, except the President may be removed, with or without cause, by a majority vote of the Board of Directors. The Executive Vice President shall serve at the pleasure of the Dean. The Executive Vice President may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

Section 7.3 - Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

President. The President shall preside as chairman at the respective meetings of the members of the Corporation, the Board, and the Executive Committee and shall be a member ex officio, with right to vote, of all committees, with the exception of the nominating committee and Audit Committee. The President shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President.

Secretary. The Secretary will be filled by the incumbent Associate Dean for Clinical Affairs of the College of Veterinary Medicine. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all Committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote

under which the Committee is appointed, and at his request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tern. The Secretary shall be the keeper of the Corporation's seal.

Treasurer. The Treasurer will be filled by the incumbent Executive Director of the College of Veterinary Medicine. The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or his designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or his or her designee and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tern. The offices of Secretary and Treasurer may be held by the same person.

Section 7.4 - Bond of Treasurer. The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 7.5 - The Executive Vice President. The Dean may appoint an Executive Vice President subject to the approval of the President of the University of Florida. The Executive Vice President shall be an ex officio non-voting member of the Executive Committee, Board of Directors and all Committees appointed by the Board of Directors except the Nominating Committee. The Executive Vice President shall also serve as the Chief Administrative Officer of the Corporation and, as such, shall be responsible for the day to day management and operation of the Corporation. The Executive Vice President shall be accountable directly to the Corporation's President, Executive Committee and the President of the University of Florida or his or her designee. The Executive Vice President may be removed for any reason by a vote of at least a majority of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consulting with the Board of Directors.

Section 7.6. - Vacancies. All vacancies in any office shall be filled by the Board of Directors without due delay, at any regular meeting, or at a meeting specifically called for that purpose.

Section 7.7 - Compensation of Officers. So long as the same is approved by the Dean of the College, the officers not employed by the University of Florida will receive such reasonable salary or compensation as the Board may determine.

Section 7.8 Removal. An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

**ARTICLE VIII.**  
**COMMITTEES**

Section 8.1 - Executive Committee. Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee the following will be deemed members of said Committee: the Corporation's President, Vice President, Secretary, Treasurer, and the Executive Vice President, if one is appointed by the Dean. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding; the Executive Committee will have no authority to:

- 1) Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
- 2) Designate candidates for the office of director.
- 3) Fill vacancies on the Board or any committee thereof.
- 4) Amend the Articles of Incorporation or Bylaws.

Section 8.2 - Nominating Committee. During the month of September of every year, the Nominating Committee will nominate candidates for the Board of Directors to be elected at the next annual election. The Nominating Committee will notify the Secretary in or by e-mail, at least twenty days before the date of the annual meeting, of the: names of such candidates, and the Secretary, except as herein otherwise provided, will e-mail a copy thereof to the last UF e-mail address of each member simultaneously with the notice of the meeting. The Nominating Committee for any year shall consist of the last five (5) outgoing faculty members of the Board and the Chair of the Nominating Committee shall be the most recent departed faculty member.

Section 8.2.1 - Independent Nominations. Nominations for the Board may also be made by the written endorsement of not less than ten members of the Corporation, if forwarded to the Secretary at least fifteen days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

Section 8.3 - Audit Committee. The Corporation shall have an Audit Committee. The Audit Committee shall select the Corporation's independent outside auditor to perform the annual audit of the Corporation and shall receive such audit report and meet with the Corporation's auditors as necessary to review the results of such audit. The Board, in conjunction with the Audit Committee, shall adopt an Audit Committee Charter, which, together with any amendments thereto, shall be approved by the President of the University of Florida or his or her designee, to provide for the oversight of the integrity of the financial reporting, internal controls and the independence and performance of the audit function of the corporations' independent auditors.

Section 8.4 - Standing Committees. At the annual meeting of the Board or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint such standing committees as the President may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 8.5 - Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

**Section 8.6 - Committee Quorum.** A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

**Section 8.7 - Committee Vacancies.** The authority that originally appointed a committee shall have the power to fill any vacancy on the committee.

**Section 8.8 - Committee Removal.** A committee member other than an ex-officio member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE IX. PROFESSIONAL INCOME**

**Section 9.1 - Assignment.** Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

**Section 9.2 - Allocation.** All faculty practice income received by the Corporation from its members shall be allocated for and credited to the Fund described in Article X Section 10.3.

## **ARTICLE X. EXPENDITURE OF RECEIPTS**

**Section 10.1. Use of Receipt.** The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

**Section 10.2 - Approval by University Officials.** The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of veterinary medicine education at the University of Florida College of Veterinary Medicine and shall be made only after approval by the Dean of the College, or his designee and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**Section 10.3 - College Fund.** A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: cost of operating the teaching hospital, costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning and investigative potential; lecture fees and expenses of visiting

speakers and consultants; and such other costs and expenses as are deemed appropriate by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board.

**ARTICLE XI.**  
**ADMINISTRATION POLICIES**

**Section 11.1 - Affairs and Operations.** Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the regulations and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

**Section 11.2 - Financial Audits and Reports.** All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be submitted not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College for their review.

**Section 11.3 - Operating Budget.** An operating budget shall be prepared for the Corporation at least annually and recommended by the Dean and Senior Vice President for Health Affairs not later than 60 days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for approval.

**XII. ARTICLE**  
**SEAL**

The seal of the Corporation shall be as more particularly shown in the following impression.

**ARTICLE XIII.**  
**AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

**ARTICLE XIV.**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided



that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

## **ARTICLE XV** **MISCELLANEOUS**

Section 15.1 Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 Definitions: As used in these Bylaws:

“Board of Trustees” or “UFBOT” means the University of Florida Board of Trustees.

“Directors” means the members of the Board of Directors of the Corporation.

“Corporation” means the Florida Veterinary Medicine Faculty Association, Inc.

“Ex Officio” means by virtue or because of an office.

“For cause” means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

“Unacceptable performance” means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interest of the Corporation and the University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors.

“University” or “UF” means the University of Florida.

“University President” or “President of the University” means the President of the University of Florida.

In “writing” means on paper or via any electronic or digital means and “mailing” means by U.S. or another government’s postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation’s Secretary/Treasurer.

I HEREBY CERTIFY THAT the foregoing Third Amended Bylaws are the Bylaws of Florida Veterinary Medicine Faculty Association, Inc. and were adopted by the Board of Directors on February 12, 2018.

By: James W. Lloyd, President

Attest: James W. Lloyd

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February 2018 by James Lloyd the Chairperson of the Board of Directors of the Florida Veterinary Medicine Faculty Association, Inc., a Florida not-for-profit Corporation.

Shellie S. Evers  
Notary

Shellie S. Evers  
Printed/Typed Name of Notary

Commission No. GG132356 Expires: 8/14/2021

Personally known  /ID Produced: \_\_\_\_\_

Approved: James W. Lloyd  
Dean, College of Veterinary Medicine

\_\_\_\_\_  
Secretary