

BYLAWS
OF THE
UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION

Adopted June 12, 2018



BYLAWS
OF THE
UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE 1. MISSION

Section One. Mission. The mission of the University of Florida Alumni Association, Inc. (“Association”) is to exclusively support and enhance the mission of the University of Florida (“University”) of pursuing “excellence in education and research and shaping a better future for Florida, the nation and the world,” as determined by the University of Florida Board of Trustees. The Association strengthens The Gator Nation® by involving and engaging its alumni, students and friends thereby fostering pride, participation and philanthropy, and performing all business-related matters to accomplish these purposes.

Section Two. Diversity. To fulfill its mission, the Association encourages diversity, inclusivity, non-discrimination, and participation by all alumni, students, and friends in Association programs and activities, including Gator Clubs®.

ARTICLE 2. OFFICES

The principal office of the Association will be located at 1938 West University Avenue, Gainesville, Alachua County, Florida.

ARTICLE 3. MEMBERSHIP

Section One. Categories of Membership. The Association will recognize as Members only those persons who have a paid annual or lifetime membership as established by the Board of Directors from time to time. Subject to the foregoing, Members may be classified in the following categories, and non-Members may also be so classified for purposes of record keeping and tracking by the Association:

ALUMNI: All persons who have participated in any academic program at the University will be Alumni.

HONORARY ALUMNI: All persons who have evidenced an interest in, or who have rendered outstanding service to, the University and who have been elected by the Board of Directors of the Association, or the Executive Committee in time sensitive situations, as Honorary Alumni.

FRIENDS: All persons who have an interest in the University and support the mission of the Association, regardless of whether they are Alumni, will be considered Friends. Friends may include, but are not limited to, parents, spouses, children and other relatives of Alumni, and current or former faculty and employees of the University.

Each Member is subject to the articles of incorporation of this Association, these bylaws, and any rules and regulations adopted by the Board of Directors.

Section Two. Right to Hold Office.

a. **Elected Directors and Elected Officers.**

- 1.** All Elected Directors, Presidential Appointee Directors and Elected Officers must be Life Members of the Association.
- 2.** In order to be effective leaders of the Association's mission to support the University, all Elected Directors, Presidential Appointee Directors, and Elected Officers must make a financial contribution each fiscal year of at least \$1,000.00 to the University or any of the University's colleges, departments, divisions, units, or affiliated support organizations, including the Association (not to include membership fees), the Florida Cicerones, the University of Florida Foundation, Inc. ("Foundation"), the University Athletic Association, and Gator Boosters.
- 3.** Any Director or Officer may meet the requirements of this section for subsequent years of service or eligible service by making an advance contribution toward a future fiscal year, provided, however, that the Director or Officer is still expected to make a contribution in any amount each fiscal year to the University or any of the University's colleges, departments, divisions, units or affiliated support organizations in order to be counted toward the alumni participation rate.
- 4.** Except for those Directors making an advance contribution toward a future fiscal year as provided in subsection (3), prior to the commencement of their term of office, each Elected Director, Presidential Appointee Director, and Elected Officer shall submit and maintain a signed pledge for a financial contribution that meets the requirements of this section for the duration of their term of office.
- 5.** By no later than May 15 of each fiscal year, the Executive Director/Secretary shall notify any Director or Officer who is not in compliance with the requirements of this section of such noncompliance and the requirement of compliance in order to continue to be eligible for service on the Board of Directors. Any Director or Officer who is not in compliance with this section as of the June 30 conclusion of the fiscal year will no longer meet the requirements of this section and will automatically be deemed to have resigned from and vacated their position on the Board of Directors effective as of June 30. Any question as to whether a Director or Officer is in compliance with the requirements of this section shall be resolved by the Executive Committee.

b. **Committees.** Except as determined by the Board of Directors, members of committees must be Members.

c. **Staff.** Members of the staff of the Association or the Foundation may be officers and members of committees.

Section Three. Admission to Membership and Benefits of Membership. The Board of Directors will establish, from time to time, the form and manner in which persons may apply for membership. The Board of Directors may also establish the level of benefits to the different membership groups based upon, among other things, the type of membership and the payment of dues.

Section Four. Property Rights. No Member will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Association, nor will any of the property or assets be distributed to any Member on its dissolution or winding up.

Section Five. Liability of Members. By sole virtue of membership, no Member will be personally liable for any of the Association's debts, liabilities, or obligations, nor will any Member be assessed for the debts, liabilities, or obligations of the Association.

ARTICLE 4. OFFICERS AND ELECTIONS

Section One. Officers. The officers of the Association will be: President, President-Elect, Executive Vice President, Vice President, Executive Director/Secretary, and any other officers elected in accordance with Article 5, Section six. All officers of the Association will serve in accordance with the rules and regulations of The University of Florida Board of Trustees (“Board of Trustees”) and University policies.

Section Two. Term. All officers will take office on the first day of July after their election or on the date of their appointment, whichever date occurs first, and will serve for the fiscal year or until their successors have been duly elected or appointed. The President-Elect will automatically succeed to the office of President at the beginning of the subsequent fiscal year and will serve as President for that subsequent fiscal year.

Section Three. Nomination and Election of the President-Elect and Vice President.

- a. The nominees for the offices of President-Elect and Vice President will be presented for election by the Board by the Nominating Committee as defined in Article 7. The Nominating Committee will meet and file the names of the nominees for the offices of President-Elect and Vice President with the Executive Director/Secretary prior to the election meeting. The Executive Director/Secretary will transmit the names of the nominees to all Directors not less than 7 days before the election meeting. Additional nominations may be submitted, along with an original petition supporting the nomination signed by 25 Members, to the Executive Director/Secretary not less than 3 days prior to the election meeting.
- b. The President-Elect and Vice President will be elected annually prior to the end of the fiscal year by a majority vote of the Directors present, constituting a quorum and voting, and will take office as provided by these bylaws.

Section Four. Resignation. An officer may resign at any time by submitting a written resignation to the President. The President may resign by submitting a written resignation to the Executive Director/Secretary.

Section Five. Removal. Any officer other than the Executive Vice President and Executive Director/Secretary may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the interests of the Association would best be served. Such removal will also result in that officer’s removal from the Board of Directors. Any Officer may be removed for cause or unacceptable performance by the University President after consultation with the Board of Directors or its authorized designee acting as a senior executive of the Association.

Section Six. Vacancies. In the event of a vacancy in the office of President, the President-Elect will fill the remainder of the term and continue to serve as President for the term as scheduled when elected President-Elect. In the event of a vacancy in the office of President-Elect, a new President-Elect will be selected as described in Article 4, Section three, of these bylaws. If there is a vacancy in the Executive Vice President or Executive Director/Secretary, the University President or authorized designee shall appoint a successor. A vacancy in any other office may be filled by appointment made by the Association President and approved by the Board of Directors.

ARTICLE 5. DUTIES OF OFFICERS

Section One. President. The President will preside at all meetings of the Board, will appoint the chairperson and members of all Association committees, and will appropriately oversee the board governance standards

and structure, leadership selection process and structure, and objectives of all Gator Clubs®, Affiliated Groups, and committees in accordance with these bylaws (but is not responsible for operations of, or which individuals are selected as leaders by, Gator Clubs® or Affiliated Groups). The President or the President's designee will sign any reports required by law and will perform any other duties assigned by the Board of Directors or the Executive Committee, found in these bylaws, or usually incident to the office. The President will serve as chairperson of the Executive Committee and will be an ex-officio, voting member of all committees.

Section Two. President-Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President, and, when so acting, the President-Elect will have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect will perform other duties assigned by the President, the Board of Directors, or the Executive Committee, found in these bylaws, or usually incident to the office.

Section Three. Executive Vice President. The office of Executive Vice President will be filled by the incumbent of the position of University Vice President for Advancement for so long as serving in that position. The Executive Vice President is authorized to sign any deeds, mortgages, bonds, contracts, or other instruments for transactions in the ordinary course of business or to delegate this authority in writing and will perform other duties assigned by the Association President, the Board of Directors, or the Executive Committee, found in these bylaws, or usually incident to the office.

Section Four. Executive Director/Secretary. The office of Executive Director/Secretary will be filled by the incumbent of the position of Executive Director of the Alumni Association for so long as serving in that position. The Executive Director/Secretary is the chief executive officer of the Association, responsible for the day-to-day management of the affairs of the Association. The Executive Director/Secretary will report to an appropriately senior position at the University, as determined by the University President or designee. The Executive Director/Secretary will be responsible for maintenance and management of the Association's activities and personnel and will:

- a. be charged with administration of the day-to-day affairs of the Association and will have authority, with the Executive Vice President as a second signature, to transfer funds and other assets to the Foundation for management on behalf of the Association and sign all checks or other vouchers for disbursement of funds of the Association;
- b. arrange for the auditing of the books, records, and accounts of the Association as provided in Article 11;
- c. keep all records of the Association;
- d. prepare minutes of the meetings of the Board of Directors and the Executive Committee and keep the minutes in the books provided for that purpose;
- e. see that all notices are duly given in accordance with these bylaws or as required by law;
- f. be the custodian of the corporate records and the seal of the Association;
- g. keep records containing the names and addresses of all Members and Directors of the Association and, with respect to any membership which has been terminated, record that fact together with the date of termination;

- h. be authorized to sign any contracts or other instruments for transactions in the ordinary course of business;
- i. exhibit to any Director, or to a Director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership records, the minutes of any meeting, and other records of the Association; and
- j. perform other duties assigned by the President, the Board of Directors, or the Executive Committee, found in these bylaws, or usually incident to the office.

Section Five. Vice President. The Vice President will perform such duties assigned by the President, the Board of Directors, or the Executive Committee, found in these bylaws, or usually incident to the office. In the absence of the President and the President-Elect, or in the event of such officers' inability or refusal to act, the Vice President will perform the duties of the President and, when so acting, the Vice President will have all the powers of, and be subject to all the restrictions upon, the President.

Section Six. Other Officers. The Board of Directors may elect or appoint any additional officers deemed necessary or beneficial to carrying out the objectives of the Association. The additional officers will have the authority and perform the duties assigned by the President, the Board of Directors, or the Executive Committee.

ARTICLE 6. THE BOARD OF DIRECTORS

Section One. Powers. The powers of this Association will be exercised, its properties controlled, and its affairs conducted by the Board of Directors, except as otherwise provided in the articles of incorporation, these bylaws, the regulations of the Board of Trustees, or by law. The Board of Directors may delegate the performance of any duties or the exercise of any powers to the officers, committees, or other designees by resolution.

Section Two. Resolution. The Board of Directors may, by resolution duly adopted, authorize any officer or agent or agents of the Association, in addition to the officers authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. The authority may be general or confined to specific instances.

Section Three. Number of Directors, Election and Appointment. The Board of Directors will consist of the following Directors:

- a. Ex-officio Directors serving terms corresponding to the offices they hold: the President of the University or a designee, one representative of the Board of Trustees appointed by the Chair of the Board of Trustees or University President as a designee, a representative of the Faculty of the University appointed by the President of the University, the President of the Cicerones/Student Alumni Association, and the University Student Body President; and the elected officers of the Association ("Elected Officers") serving terms corresponding to the offices they hold: the President, President-Elect and Vice President, and any other officers elected by the Board of Directors;
- b. The immediate past President of the Association;
- d. Up to two Association Presidential Appointees, who are Life Members appointed by the President serving one-year terms; and

- e. Up to 37 Elected Directors, who are Life Members nominated by the Nominating Committee and elected by the Board of Directors to serve two-year terms. Each candidate (including those nominated to serve as President-Elect and Vice President) must be a Life Member of the Association, and will be subject to confirmation by the University President prior to standing for election. The Board will elect the Directors from the confirmed Nominating Committee slate.

Section Four. Regional Directors. The Executive Committee shall designate certain Directors to serve as Regional Directors to represent regions within and outside the State of Florida as determined by the Executive Committee. In addition to the duties as a member of the Board of Directors, the expectations and duties of the Regional Directors include, but are not limited to:

- a. Serving as a liaison between the Gator Clubs® in that Regional Director's region, and the Association and the Board of Directors;
- b. Serving as the Association's representative at various University events in the Regional Director's region, as requested by the Executive Director/Secretary;
- c. Communicating the ideals, goals, and mission of the Association to the Gator Clubs® in the Regional Director's region;
- d. Communicating issues and concerns of the Gator Clubs® and Members in the Regional Director's region to the appropriate Association staff members;
- e. Participating in meetings, conference calls and other events with Association staff and other Regional Directors; and
- f. Such other functions as specified by the Executive Committee or the Executive Director/Secretary from time to time.

Section Five. Term Limits. Elected Directors may serve three consecutive terms as Elected Directors. After serving for three consecutive terms, an Elected Director must abstain from serving on the Board of Directors as an Elected Director for a period of at least one year. Following this one-year term of ineligibility, an Elected Director may be reelected to the Board of Directors with the status of a new Elected Director.

Section Six. Resignation. A Director may resign at any time by submitting a written resignation to the President.

Section Seven. Removal. Directors other than Ex-officio Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the interests of the Association would best be served. Any Director may be removed for cause by the University President after consultation with the Board of Directors or its authorized designee acting as an executive administrator of the Association.

Section Eight. Replacement of Directors. Whenever a vacancy of an Elected Director or Presidential Appointee Director exists, whether by death, resignation, or otherwise, the vacancy will be filled by appointment of a new Director by the President. Any Member appointed to fill the vacancy of a Director must have the same qualifications as required of the Director whose office was vacated. Any Member appointed to fill a vacancy in the Board of Directors will hold office for the unexpired term of such Member's predecessor in office, subject to the power of removal stated in the articles of incorporation and bylaws of the Association or at law.

Section Nine. Compensation. No Director will receive any compensation from the Association solely by virtue of service as a Director. Further, no Director will receive reimbursement of travel and lodging expenses from the Association to attend meetings of the Board of Directors.

Section Ten. Liability of Directors. The Directors will not be personally liable for debts, liabilities, or other obligations of the Association.

ARTICLE 7. COMMITTEES

Section One. Structure of Executive Committee. The Executive Committee will consist of: the President, who shall serve as chairperson, the President of the University or a designee, the representative of the Board of Trustees serving as a Director, the President-Elect, the Vice President, any other Elected Officers, the immediate past President of the Association, and three Directors appointed by the President with the approval of the Board of Directors.

Section Two. Powers of the Executive Committee. The Executive Committee is empowered to transact all business of the Association not otherwise provided for in the articles of incorporation and these bylaws. The Executive Committee will meet at the direction of the President.

Section Three. Terms of Office of the Executive Committee. All members of the Executive Committee who are Elected Officers will serve terms on the Executive Committee corresponding to the offices they hold. The immediate past President and all members of the Executive Committee who are Directors appointed by the President will serve for one fiscal year.

Section Four. Nominating Committee. The Nominating Committee will have five members, consisting of: the President-elect, who shall serve as chairperson, the President, the immediate past President, and two members of the Board of Directors appointed by the President after consultation with the Executive Director/Secretary. Vacancies will be filled by appointment of the President.

Section Five. Other Committees. Other Committees not having and exercising the managerial authority of the Board of Directors or any individual Director may be established by the Executive Committee. The President will appoint Members to serve on the committees described in this section and the chairpersons of such committees. The President may appoint Special Appointees to any committee. A Special Appointee is appointed by the President to serve on a committee in order to enhance the purposes of the committee. Appointees are not Directors but do have full voting rights on the assigned committee, although they have no other rights or privileges of a Director. Any committee member may be removed by the President, whenever in the judgment of the President the interests of the Association would best be served by the removal. Any committee member may be removed for cause by the University President after consultation with the Board of Directors or its designee acting as a senior executive of the Association.

Section Six. Terms of Office. Each member of a committee will continue as a member until the end of the fiscal year in which the committee member is appointed, unless the committee is sooner abolished or unless the member is removed or ceases to qualify as a member of the committee.

ARTICLE 8. GATOR CLUBS®

Section One. Purpose. The Executive Committee is authorized to establish, promote, and maintain, and to suspend, revoke, and terminate, local Gator Clubs®. The purpose of Gator Clubs® chartered by the Association is to further the purposes of the University by supporting programs of the University. The Gator Clubs® will assist in recruiting outstanding students, providing funds for academic scholarships, and encouraging continuous involvement and engagement of Alumni and Friends on behalf of the University.

Section Two. Application for Charter; Minimum Standards. Any group desiring a charter as a Gator Club® will submit an application to the Executive Director/Secretary, and a charter will be issued by the Executive Director/Secretary upon approval of the application by the Executive Committee. Clubs will be approved and chartered in accordance with minimum standards as set by the Board.

Section Three. Name. The chartered name of any Gator Club® will be the “University of Florida [*identifying name*] Gator Club®”. The term “Gator Club®” is a registered trademark of the Association and may only be used by chartered clubs.

Section Four. Active Status. Failure to maintain the minimum standards as set by the Board of Directors may result in the club being declared inactive by the Executive Committee upon recommendation of the Executive Director/Secretary. Inactive clubs will not receive financial support from the Association and may not use the name of the University or the name Gator Club®.

Section Five. Membership; Establishing Documents. Each Gator Club® will have establishing documents approved by the Executive Committee. All Gator Club® members must be Members of the Association. There shall be no additional dues charged for membership in a Gator Club®.

Section Six. Territory. Where only one Gator Club® has received a charter within a county, it will have exclusive jurisdiction in that county in all matters pertaining to the work of the Association. Where more than one Gator Club® is chartered in a county or counties, a division of territory will be determined by the Executive Director/Secretary.

ARTICLE 9. AFFILIATED GROUPS

From time to time, the Board of Directors may recognize affiliated groups of University alumni (“Affiliated Groups”) organized to further the purposes of the University. The Affiliated Groups will be recognized in accordance with criteria established by the Board of Directors.

ARTICLE 10. MEETINGS, QUORUM, AND ELECTRONIC MEETINGS

Section One. Board of Directors. The Board of Directors will meet at least two times each fiscal year. Meetings of the Board of Directors may be called by the President, the Executive Committee, or the Board of Directors, provided that written notice of the meeting is provided to the Directors at least 14 days prior to the meeting.

Section Two. Executive Committee. The Executive Committee will meet at the time and place designated by the President.

Section Three. Place of Meetings. Meetings will be held at the place designated by the notice or, in the absence of any designation, at the principal office of the Association.

Section Four. Quorum. A majority of the Directors who are serving as Elected Directors, Elected Officers, and Presidential Appointee Directors will constitute a quorum for meetings of the Board of Directors. A majority of the members of a committee will constitute a quorum for meetings of such committee. Attendance at committee meetings may be in person or by telephone. Attendance at Board of Directors’ meetings shall be in person, unless attendance by telephone is approved in advance by the President. Once a quorum is established, it will remain in effect for the entire meeting.

Section Five. Action by Quorum. Except as may otherwise be provided in these bylaws, in the articles of incorporation of this Association, or by law, the act of a majority of Directors or committee members present at any meeting at which a quorum is present, in person or by telephone, will be the act of the Board of Directors or the committee.

Section Six. Rules. All meetings of the Board of Directors will be governed by Robert's Rules of Order, including any revisions of those rules, except as those rules are inconsistent with these bylaws, with the articles of incorporation of this Association, or with applicable law.

Section Seven. Action Without a Meeting. To the extent permitted by law, action of the Board or committee may be taken by a majority vote of the members of the Board or its committees, individually or collectively consenting in writing or by telephone conference to the actions. In writing or by telephone includes facsimile, electronic transmission (such as email or video) or any other audio, visual or electronic means. The written consent or consents will be filed with the minutes of the proceedings of the Board or committee. Action by written consent will have the same force and effect as action by voice vote of the Board or its committees. Any certificate or other document filed under any provision of law which relates to an action taken without a meeting will state the action was taken by written consent of a majority of the Board or committee without a meeting, and that the bylaws of the Association authorize the Board and committees to act without a meeting as described in this section.

Section Eight. Ratification. The Board of Directors may ratify actions of committees by majority vote in order to effectuate such actions.

Section Nine. Proxies. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board of Directors or of committees.

Section Ten. Public Notice. Public notice of any meeting of the Board of Directors or any committee shall be made as required by Florida law.

ARTICLE 11. AUDITS, BUDGETS AND EXPENDITURE PLANS

Section One. Audits. The Executive Director/Secretary will arrange, on an annual basis, to have the books, records, and accounts of the Association audited in conjunction with the University of Florida Foundation's audit. The annual report for the Foundation should include, in the management letter to the Foundation Board, comments from the independent auditors with regard to improvements in the Association's procedures and controls, if any. The annual audit report will be provided to the Association Board and the President of the University or designee and will be reviewed and approved by them.

Section Two. Budgets and Expenditure Plans. The operating budgets and expenditure plans of the Association must be approved by the Board of Directors and sent to the President of the University or his or her designee for approval no later than 60 days after the first day of the fiscal year to which the budget pertains. The operating budgets and expenditure plans of the Association may be consolidated with those of the Foundation and submitted for approval along with those of the Foundation. The financial records of the Association will be maintained by the Foundation.

ARTICLE 12. CONFLICT OF INTEREST

Section One. Policy. No Director will have a material personal interest in conflict with the interests of the Association or be engaged to provide professional or other services to the Association for remuneration, unless the arrangement is the result of a competitive bidding process or is the result of circumstances which, in the

judgment of the Executive Committee, warrants the arrangement. Nothing in this section, however, will be construed to preclude the Association from engaging the services of a Director or the Director's company, employer, or associate so long as the relationship is fully disclosed to the Association. A Director having a conflict of interest will not use personal influence in order to obtain a contract with the Association; however, a Director may state his or her position and answer pertinent questions with respect to the matter. In the event the Association engages a Director or the Director's company, employer, or associate to provide professional services for remuneration, the Association will enter into a written agreement with the Director or the Director's employer, company or associate that will specify the nature, term, and scope of the engagement and any other factors determined necessary by the Executive Director/Secretary.

Section Two. Written Disclosure. At least once a year, there will be a full written disclosure by each Director of all relationships, fees, commissions, or other remuneration furnished by the Association to the Director, the Director's company, employer, or associate, or any organization in which the Director has a significant beneficial ownership. Additionally, if any conflict arises during the twelve months following completion of the written disclosure statement, the Director will promptly notify the Executive Director/Secretary in writing. The Executive Committee will be responsible for monitoring the application of this policy.

ARTICLE 13. CONFIDENTIALITY OF ASSOCIATION DOCUMENTS

As stated in Florida Statutes Section 1004.28, Association records are confidential and exempt from Florida public records laws. Upon receipt of a reasonable and specific request in writing, the Association will provide financial information, including expenditures from Association funds, documentation regarding completed business transactions, and information about the management of Association assets. The Association will not, however, release any record or information that includes personal or financial information about an alumnus, volunteer, member, friend, or employee.

ARTICLE 14. ASSOCIATION EMPLOYEES

No person employed by the Association will be considered to be an employee of The University of Florida Board of Trustees solely because of such person's employment by the Association.

ARTICLE 15. MISCELLANEOUS

Section One. Fiscal Year. The fiscal year of the Association will begin on the first day of July and end on the last day of June.

Section Two. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this Association, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time the notice was required, will be deemed equivalent to the giving of the notice. This Section Two does not dispense with any public notice required by law.

Section Three. Further Compliance. The articles of incorporation and bylaws will be consistent with the applicable regulations of the University and the Board of Trustees, including, but not limited to, the right of the President of the University to monitor and control the use of the resources of the University, including, without limitation, the name of the University and the Association's compliance with federal and state laws and rules.

Section Four. Non-Discrimination. The Association will not discriminate based upon race, creed, color, religion, gender, marital status, age, national origin, sexual orientation, disability, political opinions or affiliations, or veteran status.

Section Five. Indemnification. Every Director and Officer of the Association, and every member of an Association committee, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director or Officer or committee member in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the Director or Officer or committee member may be a party or in which the Director or Officer or committee member becomes involved as a result of serving as a Director or Officer or committee member. The indemnified party does not have to be a Director or 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, the indemnification shall apply only upon approval of the Board of Directors as being in the best interests of the Association. This indemnification is in addition to, and not exclusive of, all other rights to which such Director or Officer or committee member may be entitled. This indemnification does not apply in the case of an action by, or in the right of, the Association. A current or former Director or Officer or committee member is entitled to indemnification only if he or she acted in good faith and in a manner that he or she reasonably believed to be in, and not opposed to, the best interests of the Association, and (where applicable) if such Director or Officer or committee member had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made in accordance with Florida Statutes Sections 607.0831 and 607.0850, as amended from time to time.

Section Six. Written Policies. The Association shall have written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment.

Section Seven. Review of Mission. The President of the University or his or her designee shall periodically review the mission of the Association to ensure that it is in furtherance of the interests of the University.

Section Eight. Definitions.

- a. "For cause" means actions or omissions that may adversely reflect on the interests or reputation of the Association or the University, as determined by the University President after consulting with the Board of Directors. 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.
- b. "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 Association and the University, as determined by the University President after consulting with the Board of Directors.

Section Nine. Amendments; Non-Substantive Changes.

- a. **Amendments.** The bylaws of this Association may be amended, repealed or modified, or new bylaws may be adopted, by the vote of a two-thirds majority of all votes duly cast at any meeting of the Board of Directors of the Association; provided, however, that no amendment may be made unless a copy of the proposed amendment is filed in writing with the President at least 7 days prior to the date of the meeting. Upon receipt of a proposed amendment, the Executive Director/Secretary will give written notice of the proposed amendment to the Directors by sending a copy to each Director not less than 3

days prior to the meeting. Proposed amendments shall become effective only after approval by the University President or his or her designee.

b. **Non-Substantive Changes.** The Executive Committee is authorized to approve non-substantive changes to the bylaws in order to correct grammar, spelling and numbering, and to update changes to titles of University departments, officials and employees, without need for an amendment.

Adopted by the Board of Directors of the University of Florida Alumni Association, Inc., on June 12, 2018.