

FLORIDA **A&M** UNIVERSITY
Board of Trustees

Direct Support Organizations and Athletics Committee Meeting
Wednesday, March 6, 2024
11:15 a.m.
FAMU Grand Ballroom

Committee Members: Deveron Gibbons, Chair – John Crossman, Natlie Figgers,
Kelvin Lawson, Belvin Perry, Jr., Kenward Stone,
Nicole Washington, Michael White

AGENDA

- | | | |
|-----|---------------|-----------------|
| I. | Call to Order | Chair Gibbons |
| II. | Roll Call | Mr. Nick Dulcio |

ACTION ITEMS

- | | | |
|------|--|-------------------|
| III. | Approval of Minutes | Chair Gibbons |
| | A. December 6, 2023, DSO and Athletics Committee | |
| IV. | Approval of FAMU Foundation Board Action Items: | Dr. Friday-Stroud |
| | A. Foundation Bylaws Recommended Amendments | |
| | B. Approval of 2023-2024 Foundation Operating Budget Amendment | |

INFORMATIONAL ITEMS

- | | | |
|------|--|--------------------------|
| V. | Update on Divisional Activities | Dr. Friday-Stroud |
| | A. FY 2023-2024 University Advancement Updates | |
| | B. DSO Updates | |
| | 1. FAMU Foundation, Inc. | |
| | 2. FAMU National Alumni Association | |
| | 3. FAMU Rattler Boosters | |
| VI. | Athletic Directors Report | VP/AD Tiffani-Dawn Sykes |
| | A. Athletics Department Update | |
| VII. | Adjournment | Chair Gibbons |

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Direct Support Organizations (DSO) Committee
Wednesday, March 6, 2024
Agenda Item III.

Subject: Consideration of the Approval of Minutes

Proposed Board Action: Approval of the Minutes

Rationale: In accordance with the Florida Statutes, a governmental body shall prepare and keep minutes or make a tape recording of each open meeting of the body.

Recommendation: Approve the DSO Committee Meeting Minutes for December 6, 2023.

Attachment: Yes

Direct Support Organizations (DSO) and Athletics Committee Minutes
Trustee Deveron Gibbons, Chair
Wednesday, December 6, 2023

Trustee Deveron Gibbons called the meeting to order. Trustees Natlie Figgers, Kelvin Lawson, Belvin Perry, Jr., Nicole Washington and Michael White were present. A quorum was established. Three (3) action items and several informational items were presented to the DSO Committee.

Approval of October 11, 2023, DSO Committee Meeting Minutes

Approval of October 12, 2023, Athletics Committee Meeting Minutes

Trustee Perry motioned for approval; seconded by Trustee Lawson. The motion passed, unanimously.

Consideration of Approval of DSO Board Members | FAMU Foundation, Inc.

Dr. Shawnta Friday-Stroud presented to the Committee consideration for approval of four (4) Board nominees for the FAMU Foundation, Inc. Board of Directors. The Foundation Board approved these nominees' election at their November 17, 2023, General Board Meeting.

Foundation Board Director Nominees

- | | |
|--------------------|------------------------|
| 1) Terry D. Arnold | 3) Wilbert Cecyl Hobbs |
| 2) Billy Greer | 4) Chekesha C. Kidd |

A motion was made to approve the nominees to serve on the FAMU Foundation Board of Directors for a four-year term beginning January 1, 2024 and ending on December 31, 2027. Trustee Lawson motioned for approval; seconded by Trustee Perry. The motion passed, unanimously.

Consideration of Approval of FAMU Naming Committee Action Items

Dr. Shawnta Friday-Stroud presented to the Committee consideration for approval of the FAMU Naming Committee's Honorary Naming Recommendation for the Julian "Cannonball" and Nat Adderley Music Institute.

The Naming Committee approved the honorary naming recommendation at their October 20, 2023, Committee meeting. Trustee Washington asked how many honorary named academic programs the University currently had; Dr. Friday-Stroud stated that this was the University's first honorary named academic program.

A motion was made to approve the FAMU Naming Committee Action Item. Trustee Lawson motioned for approval; seconded by Trustee Perry. The motion passed, unanimously.

Shawnta Friday-Stroud, Ph.D., provided updates on Divisional Activities

A. FY 2023-24 University Advancement

- FY 2023-2024 Fundraising Progress as of November 29, 2023:
 - Raised over \$13.20M (66% of \$20M Goal)
 - New Cash - \$11.67M (88% of Total & 58% of \$20M Goal)

- Pledges & Planned Gifts
 - Current - \$1.52M (12% of Total & 7.6% of \$20M Goal)

B. DSO Updates

1. FAMU Foundation, Inc.

- FAMU Foundation, Inc. held its 2023 Fall Board Meeting, November 15-18, 2023, in Orlando, FL, in conjunction with the Florida Blue Florida Classic. Chair Kristen Harper bought greetings and gave remarks on behalf of the BOT.
- Investment Value - \$153,690,017 as of September 30, 2023, as compared to \$156,895,462 as of June 30, 2023
- Endowment Value - \$106,962,101 as of September 30, 2023, as compared to \$113,378,084 as of June 30, 2023
- 2023-2024 Financial Statements – Unmodified (Clean) Audit

2. FAMU National Alumni Association (NAA)

- The FAMU NAA held its Fall meetings November 15-18, 2023, in Orlando, FL in conjunction with the Florida Classic.
- BOT Chair Kristen Harper hit the ground running by giving remarks during the NAA Executive Board meeting: 1) applauding the NAA's strides in legislative advocacy and student recruitment and 2) encouraging NAA members to expand their knowledge of the University's benchmarks and performance-based funding metrics while continuing their great efforts in aligning their work with FAMU's Strategic Plan.
- Chair Harper is also dedicated to continued collaboration between our DSOs and is pleased to have commitments from the FAMU Foundation and FAMU Boosters to join the FAMU NAA for meetings at their National Convention, May 30 – June 2, 2024, at the Hyatt Grand Hotel in Tampa, FL. "One FAMU Stronger Together"

3. FAMU Rattler Boosters

- The Rattler Boosters continues to raise money for all Athletics teams.
- The Rattler Boosters will hold their Spring 2024 meeting in Tampa, FL in conjunction with the FAMU NAA National Convention, May 30 - June 2, 2024.

Dr. Friday-Stroud introduced the FAMU Foundation Board Chair, Lisa LaBoo and FAMU NAA President Curtis Johnson, Jr. to offer remarks to the Board of Trustees. Each provided updates on their Direct Support Organizations, highlighting the organizations recent achievements, and emphasizing their unyielding support of the University's Strategic Plan.

Athletic Directors Report

A. Athletics Action Plan Update

B. Athletics Department Update

VP/AD Tiffani-Dawn Sykes provided an update to the Committee on the Athletics Action Plan and Athletics Department.

Athletics Action Plan Update | Focuses

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. Academic Support 2. Financial Aid, Scholarship and Student Support 3. Admissions 4. Compliance | <ol style="list-style-type: none"> 5. Accountability and Operational Effectiveness 6. Monitoring and Controls 7. Departmental Alignment 8. Transfer Athletes and Academic Majors Changes |
|--|--|

She stated that the plan has been an overall success and shared that all student athletes were certified for competition. A culture of compliance is constantly being set around NCAA Bylaws, Board and University regulations. AD Sykes shared with the Committee that the football team would be making their first appearance in the Celebration Bowl since the team were the 2023 SWAC Champions. She also shared the Athletics Action Plan outcomes; citing that she has received direct positive feedback from student athletes via social media posts.

AD Sykes provided a high-level review of the fiscal year 2023-2024 Athletics budget.

FY 23-24 Revenue Budget-To-Actuals as of 11/28/23

- Total Projected Revenue: \$10,072,000
- Actuals Recognized as of 11/28/23: \$3,564,909
- Revenue Uncollected: \$6,012,730
- Percentage of Collections: 35%
- EOY 23-24 Projection: \$11,795,088

FY 23-24 Expense Budget-To-Actuals as of 11/28/23

- FY 23-24 Budget: \$10,072,000
- FY 23-24 Encumbrances and Expenses as of 11/28/23: \$8,344,158
- Current Variance/Available: \$1,727,842
- Percentage of Budget Used: 83%
- Projections as of 6/30/24: \$12,612,000

Revenue vs. Expenses as of 11/28/23: (\$816,912)

She relayed that both the football and women’s cross country track teams won 2023 SWAC Championships and that the football team would be competing in the HBCU Championship Celebration Bowl on Saturday, December 16 at Mercedes-Benz Stadium in Atlanta, GA. Finally, AD Sykes shared the 2023 Fall SWAC Honors with the Committee members.

The Committee discussed the approximate \$817K budgetary shortfall in the operating budget; citing how critical having a balanced budget is to display the department’s long-term stability to the BOG and encouraged AD Sykes to continue to identify ways to generate revenue to support the operational

expenses of the department. The Committee discussed the need for the department to develop a targeted marketing strategy, utilizing search engine optimization and data collection as well as the long-term vision to move Athletics from a department to a business enterprise.

The Committee discussed a myriad of topics to include revenue generation, institutional/peer benchmarking, and philanthropy training for board members. After discussion, the Committee agreed on next steps:

- Scheduling a philanthropy training session for all Board members to increase revenue generation from the Board.
- Working to develop a plan to present to the BOG that addresses the budgetary shortfall and efforts to realize a balanced budget for the Athletics department.
- Development of an Operating Model of the entire Athletic Enterprise.
- Collaborating with General Counsel to determine potential revenue opportunities from televising and re-broadcasting athletic games.
- Allocating additional revenue to AD Sykes to hire additional staff.

With there being no further business, the meeting was adjourned.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Direct Support Organizations (DSO) and Athletics Committee
Wednesday, March 6, 2024
Agenda Item IV. A.

Subject: **Approval of FAMU Foundation Board Action Items**
A. Consideration of the Approval of Foundation Bylaws Recommended Amendments

Proposed Board Action: Dr. Shawnta Friday-Stroud, Vice President of University Advancement and Executive Director of the FAMU Foundation, will present the consideration of approval of the Foundation Bylaws Recommended Amendments.

The Foundation Bylaws Recommended Amendments were approved by the FAMU Foundation Board of Directors at their November 18, 2023, General Board Meeting.

Rationale: This action item is submitted for approval in accordance with FAMU Board of Trustees Policy Number 2018-01, *"Provide that any subsequent amendments to the Articles of Incorporation or Bylaws of the organization shall be approved by the President and the Board, prior to becoming effective."*

Recommendation: **Approve the Foundation Bylaws Recommended Amendments.**

Attachments:

- 1.) Comparison Chart of Suggested Changes to Foundation Bylaws
- 2.) FAMU Foundation, Inc. Bylaws (**Redlined Version**)



Comparison Chart of Suggested Changes to the Bylaws

March 6, 2024 | DSO and Athletics Committee Meeting

"Suggested Changes"

1) Article II, Section #1b - Nomination

Suggested Change: Removing Old Language and included new/suggested Board Member Term Limits Policy within the Foundation Bylaws.

Old Language: Members of the Board of Directors shall be nominated and elected to four (4) years terms. All nominees shall be submitted to the University President for University Board of Trustees approval. Directors may be nominated and re-elected for additional terms. After serving two consecutive terms, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria established herein for reappointment. Vacancies occurring during a term shall be filled for the unexpired portion thereof in the manner provided for the election of directors. All directors shall hold office until the expiration of their terms and until their successors have been elected or until death, resignation or removal. All reappointments are also subject to the approval of the University Board of Trustees.

New/Suggested Language: Members of the Board of Directors shall be nominated and elected to four (4) years terms. All nominees shall be submitted to the University President for University Board of Trustees approval. ~~Directors may be nominated and re-elected for additional terms. After serving two consecutive terms, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria established herein for reappointment.~~ Vacancies occurring during a term shall be filled for the unexpired portion thereof in the manner provided for the election of directors. All directors shall hold office until the expiration of their terms and until their successors have been elected or until death, resignation or removal. All reappointments are also subject to the approval of the University Board of Trustees.



Comparison Chart of Suggested Changes to the Bylaws

March 6, 2024 | DSO and Athletics Committee Meeting

"Suggested Changes"

2) Article II, Section #1d – Revised Board Member Term Limits

Suggested Change: Adding this new section to the Foundation Bylaws.

New/Suggested Language:

Board Member Term Limits

An Elected Director will hold a four-year term commencing January of the following year or, if filling a board member's vacated seat prior to their term ending, immediately following election, and continuing through the end of that member's term.

After serving one (1) term, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria outlined in Article III, Section 5 of the FAMU Foundation, Inc. Bylaws (see excerpt below).

No Elected Director may serve more than a maximum of ~~eightsixteen (8-16)~~ total years or ~~two four (4(2))~~ terms. Notwithstanding the provisions of the previous sentence, the Board Governance and Stewardship Committee may recommend that, in the best interest of the University, the Board waive the ~~twofour~~-term limitation described herein, provided that the issuance of such a waiver shall not be deemed to modify or supersede any other provision or requirement of these Bylaws. For avoidance of doubt, no Elected Director subject to the provisions of this Section may serve more than a maximum of twelve (12) total years or three (3) terms.

This ~~sectionterm limits~~ policy would affect all elected board directors whose initial terms of service begins January 1, 2024, and thereafter. This ~~Sectionterm limits policy~~ does not apply to Directors who are described in Article II, Section (b)appointed by the Board of Trustees or whose membership is contingent upon employment.

This Section will not apply to those elected Board of Directors whose terms began prior to January 1, 2024. For those elected directors, whose current term began prior to January 1, 2024, and have already served four (4) terms, then the Director may, should they desire, be re-nominated for a maximum of one (1) additional four-year term on the Board.

If a board member resigns from the Board and at some point, wishes to join the Board again, then they must go through the nomination process and if successful their tenure will include any time previously served.

BYLAWS
OF THE
FLORIDA AGRICULTURAL AND MECHANICAL
UNIVERSITY FOUNDATION, INC.



Adopted and Promulgated on ~~May 10, 2023~~ November 18, 2023

TABLE OF CONTENTS

Article I.	Mission, Defined Terms, Office Location, Board of Directors,	4 - 6
Section 1.	Mission	4
Section 2.	Defined Terms	4
Section 3.	Office Location	4
Section 4.	Board of Directors	4-5
Section 5.	Conflicts and Duality of Interests	5-6
Article II.	Membership	6- 12
Section 1.	Composition, Terms and Manner of Election	
Section 1a.	Composition	6
Section 1b.	Nominations	6
Section 1c.	Terms of Office	<u>6-7</u>
<u>Section 1d.</u>	<u>Board Member Term Limits</u>	<u>7</u>
Section 1 e .	Manner of Election	6-7-8
Section 2	Elected Officers	7-8
Section 2a.	Elected Terms of Office	7
Section 2b.	Chair	7
Section 2c.	Vice-Chair	7-8
Section 2d.	Treasurer	8
Section 2e.	Secretary	8
Section 3.	Designated Ex-Officio Membership	8-9
Section 4.	Executive Director	9
Section 5.	President of the University	9-10
Section 6.	Emeritus Board Members	10-11

Section 7.	Honorary Board Members	11
Section 8.	Absence of Incapacity of Officers to Serve	11
Section 9.	Resignation	11
Section 10.	Removal	11-12
Section 11.	Compensation	12
Section 12.	Communications Between and Among Directors	12
Article III.	Standing Committees	12 – 19
Section 1.	Appointment of Committees	13
Section 2.	Executive Committee	13-14
Section 3.	Investment Committee	14
Section 4.	Audit Committee	14-15
Section 5.	Board Governance and Stewardship Committee	15-17
Section 6.	Bylaws Committee	17
Section 7.	Development Committee	17
Section 8.	Finance Committee	17-18
Section 9.	Advisory Board	18-19
Section 10.	Membership and Quorum of Standing Committees	19
Article IV.	Meetings	19 - 21
Section 1.	Regular Meetings	19
Section 2.	Special Meetings	19
Section 3.	Quorum for Transacting Business	20
Section 4.	Meeting Notices	20
Section 5.	Presiding Officer(s)	20
Section 6.	Collective Authority and Action	20-21

Article V.	Order of Business	21
Article VI.	Approved Major Activities	21
Article VII.	Seal	21
Article VIII.	Non-discrimination Policy	21-22
Article IX.	Amendments	22
	Section 1. Amendment of Bylaws	22
	Section 2. Amendment of Articles of Incorporation	22
	Section 3. Approval of Amendments by Board of Trustees	22
Article X.	Confidentiality of Foundation Documents	22-23
Article XI.	Checks	23
Article XII.	Audits	23-24
	Section 1. Annual Audits	23-24
	Section 2. Operational Audit	24
Article XIII.	Budget and Expenditures	24
	Section 1. Preparation and Submittal of Operating Budget	24
	Section 2. Review and Approval of Quarterly Expenditure Plans	24-25
	Section 3. Budget Amendments	25
Article XIV.	Reporting Requirements	25
Article XV.	Bond	25
Article. XVI.	Fiscal Year	25
Article XVII.	Miscellaneous Provisions	26
Article XIII.	Definitions	26-27
Article XIX.	Promulgated and Adopted Amendment Dates	27

**BYLAWS OF THE FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY
FOUNDATION, INC.**

ARTICLE I

MISSION, DEFINED TERMS, OFFICE LOCATION, BOARD OF DIRECTORS

Section 1. Mission

The mission of the Florida Agricultural and Mechanical University Foundation, Inc. is to assist the University in achieving its mission by raising and stewarding contributions through exceptional management, investment, and administration of assets received.

Section 2. Defined Terms

Capitalized terms used in these Bylaws shall have the meanings ascribed to them in that particular section or in Article XVIII below.

Section 3. Office Location

The principal office location of the Foundation will be located in Tallahassee, Leon County, Florida.

Section 4. Board of Directors

The primary responsibilities of the Florida Agricultural and Mechanical University Foundation, Inc. (Foundation or Organization) Board of Directors are as follows: to receive, hold, invest, and administer donation (e.g., cash, stocks, property, etc.) and to make expenditures to and for the benefit of the Florida Agricultural and Mechanical University (University or FAMU); to operate in the best interest of the University consistent with the University's goals and mission; to advocate for the mission and purposes of the organization; to prudently manage and control Foundation assets and gifts in accordance with applicable law and the donor's intent; to participate in the selection of an executive

director as provided by the University President; to support and provide the University President with input on the performance of the executive director; to ensure effective Foundation planning; to monitor and strengthen Foundation programs and services; to ensure the availability of adequate financial resources for the Foundation; to protect Foundation assets and provide financial oversight; to build and sustain a competent Foundation Board; to ensure legal and ethical integrity; and to enhance the Foundation's public standing.

As to the standard of care to be exercised by Board members, each member shall stand in a fiduciary relation to the Foundation and shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the University and the Foundation, in conformance with the requirements of Section 112.3251, Florida Statutes (citizen support and direct-support organizations; standards of conduct), and Section 286.011, Florida Statutes (the "Florida Government in the Sunshine Law") and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: 1) one or more officers or employees of the Foundation whom the member reasonably believes to be reliable and competent in the matters presented; 2) legal counsel, public accountants, or other persons as to matters which the member reasonably believes to be within the professional or expert competence of such person; and 3) a committee of the Board upon which he/she does not serve, duly designed in accordance with the Bylaws, as to matters within its designated authority, which committee the member reasonably believes to merit confidence. A member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 2. Conflicts and Duality of Interest

No contract or other transaction between the Foundation and one or more of the directors of any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested is either void or voidable

because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof that authorized, approved or ratified such contract or transaction, or because his or their votes are counted for such purpose, if the contract or transaction is approved in compliance with the provisions of Sections 617.0832 and applicable provisions of the Code of Ethics for Public Officers and Employees, Part III of Chapter 112, Florida Statutes, as now or hereafter amended.

ARTICLE II **MEMBERSHIP**

Section 1. Composition, Terms and Manner of Election

The number, qualifications, terms of office, and manner of selection/election of the Board of Directors of the Foundation shall be as follows:

(a) **Composition** - There shall be a minimum of fourteen (14), but not more than thirty-one (31) directors elected in the manner prescribed in these Bylaws, as well as the ex-officio directors provided in this section. The members of the Board of Directors and designated ex-officio members as provided in these Bylaws shall constitute the voting members of the Foundation.

(b) **Nomination** - Members of the Board of Directors shall be nominated and elected to four (4) years terms. All nominees shall be submitted to the University President for University Board of Trustees approval. ~~Directors may be nominated and re-elected for additional terms. After serving two consecutive terms, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria established herein for reappointment.~~ Vacancies occurring during a term shall be filled for the unexpired portion thereof in the manner provided for the election of directors. All directors shall hold office until the expiration of their terms and until their successors have been elected or until death, resignation or removal. All reappointments are also subject to the approval of the University Board of Trustees.

(c) **Terms of Office** - The terms of office of elected directors shall be staggered so that the Board of Directors shall elect approximately seven (7) members to the Board

annually, provided that the total number of directors does not exceed thirty-one (31) persons.

(d) **Board Member Term Limits** - An Elected Director will hold a four-year term commencing January of the following year or, if filling a board member's vacated seat prior to their term ending, immediately following election, and continuing through the end of that member's term.

Formatted: Font: (Default) Times New Roman, 12 pt

Formatted: Font: (Default) Times New Roman

Formatted: Normal, Left, Line spacing: 1.5 lines

After serving one (1) term, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria outlined in Article III, Section 5 of the FAMU Foundation, Inc. Bylaws.

Formatted: Font: (Default) Times New Roman, Italic

Formatted: Font: (Default) Times New Roman

Formatted: Indent: First line: 0.5", Line spacing: 1.5 lines

No Elected Director may serve more than a maximum of eight (8) total years or two (2) terms. Notwithstanding the provisions of the previous sentence, the Board Governance and Stewardship Committee may recommend that, in the best interest of the University, the Board waive the two-term limitation described herein, provided that the issuance of such a waiver shall not be deemed to modify or supersede any other provision or requirement of these Bylaws. For avoidance of doubt, no Elected Director subject to the provisions of this Section may serve more than a maximum of twelve (12) total years or three (3) terms.

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

This section policy would affect all elected board directors whose initial terms of service begins January 1, 2024, and thereafter. This section policy does not apply to Directors who are described in Article II, Section (b).

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

This Section will not apply to those elected Board of Directors whose terms began prior to January 1, 2024.

Formatted: Font: (Default) Times New Roman

Formatted: Font: (Default) Times New Roman

If a board member resigns from the Board and at some point, wishes to join the Board again, then they must go through the nomination process and if successful their tenure will include any time previously served.

Formatted: Indent: First line: 0"

~~(d)~~ **(e) Manner of Election** - Members placed into nomination by the Board Governance and Stewardship Committee shall be elected to board membership by a majority vote of the full Board. In evaluating an individual for election or re-election as a Board member, the Board Governance and Stewardship Committee will consider, in addition to the criteria for new nominees set forth above, their record in the following areas:

- (i) knowledge of the University and higher education in general;
- (ii) active participation in and consideration to activities of the Board and the University;
- (iii) responsiveness and commitment to the Board and the University;
- (iv) offices held;
- (v) attendance at meetings;
- (vi) visibility in the community on behalf of the University; and
- (vii) advocacy of the interests of the entire University rather than any part or constituency.

Section 2. Elected Officers

The officers of the Foundation Board will be the Chair, Vice Chair, Treasurer and Secretary. Such officers shall be elected and serve as provided in these Bylaws. Only members of the Board of Directors may be nominated and elected as an officer. Members of the FAMU Board of Trustees may not serve as elected officers of the FAMU Foundation. In the event a FAMU Foundation officer is appointed to the FAMU Board of Trustees, the FAMU Foundation Board member must resign from the elected office, but may still serve as a member of the FAMU Foundation Board. Any Foundation meeting at which two or more Board of Trustees members are present must be publicly noticed in the same manner as a regular Board of Trustees meeting is noticed.

(a) **Elected Officers Terms of Office** - The officers of the Foundation shall be elected for a two (2) year term. Officers may be elected for one (1) additional term; provided, no officer shall serve more than two (2) consecutive two-year terms.

(b) **Chair** - The Chair of the Board of Directors shall preside over all meetings of the Board, and shall perform other duties which may be assigned from time to time by the Board of Directors including, but not limited to, signing all contracts authorized by the Board.

(c) **Vice-Chair** -The Vice-Chair shall preside over all meetings in the absence or disability of the Chair and shall perform all duties which may be assigned from time to time by the Chair. In the event of a vacancy or prolonged disability in the office of the Chair, the Vice-Chair shall perform all the duties of the Chair for the unexpired term.

(d) **Treasurer**- The Treasurer shall monitor and review all financial transactions of the Foundation and shall ensure proper disbursement of Foundation funds. The Treasurer, with such other officer or director as designated by the Board of Trustees, shall sign checks on behalf of the Foundation as provided in these Bylaws.

(e) **Secretary**- The Secretary shall ensure the recording of minutes for all meetings of the Board of Directors and the Executive Committee and shall ensure these records are maintained by the appropriate staff for that purpose. The Secretary shall attend to the giving and serving of all notices required by the Bylaws of this Foundation. The Secretary shall countersign, in the name of the Foundation, all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors, the Secretary shall affix the corporate seal of the Foundation thereto. The Secretary shall have charge of all such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of any director and they shall in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary must be a member of the Board of Directors.

Section 3. Designated Ex-Officio Membership

(a) The President of the University, Chief Financial Officer of the University, President of the National Alumni Association, Director of Alumni Affairs, and the Chair of the Board of Trustees or their designees shall be members of the Board of Directors by virtue of their positions. Individuals serving in the aforementioned positions will serve as long as he or she holds the office or the position, or the designating individual holds the office or position, which resulted in his or her placement on the Board of Directors. In any event, designees serve at the pleasure of the designor. Any vacancies in the aforementioned positions will be filled for the unexpired portion in the manner provided for the appointment.

(b) The Directors shall also include among board membership persons who hold the following positions: a Faculty representative from the Faculty Senate recommended by the University President after consultation with the Faculty Senate Chairperson and a current Student Government Association (SGA) representative or student representative who is not serving on the Board of Trustees, recommended by the University President after consultation with the SGA President. Members serving in an ex

officio capacity as designated under Subsections (a) and (b) above shall be considered members of the Foundation Board for all purposes and shall be entitled to the same rights and emoluments of membership as any other director, including the right to vote.

Board members as designated under Subsections (b) above will serve a term of one-year commencing immediately following appointment and continuing through the meeting closest to the end of one year. These directors must sign and adhere to the Minimum Participation Standards for Ex-Officio Membership and must adhere to the Code of Ethics and Standards of Conduct set forth by the Board. These directors may be re-elected for an additional term after showing a desire for continued membership in writing. These members must adhere to all provisions of the Bylaws, except as specifically provided elsewhere in the Bylaws.

Section 4. Executive Director

The Executive Director shall be responsible for the general day-to-day management of the affairs of the Foundation and shall exercise such authority to accept gifts, collect revenues, and make routine expenditures as may be delegated by the Board of Directors or the Executive Committee. The selection, discipline and firing of FAMU employees shall be by the Executive Director with the consent of the Vice President of University Advancement (provided these individuals are not one and the same person). Additionally, the Executive Director shall be responsible for the oversight, reporting and coordination of all activities pertaining to the portfolio investment strategy and administration. The Executive Director shall also be responsible for the maintenance and management of any or all of the Foundation’s activities as may be required by the Board of Directors.

The Executive Director shall be selected by and shall report to the President of the University.

Section 5. President of the University

The President of the University shall have the powers and the duties of president of a state university in Florida as contemplated by law, and in regards to the Foundation it is recognized the University President’s powers and duties include, but are not limited to the following:

- (a) Monitor and control the use of University resources by the Foundation;

(b) Establish fundraising priorities that are consistent with the University's mission and ensure coordination of fundraising activities among all University direct support organizations;

(c) Establish the thresholds for approval of purchases, acquisitions, projects and the issuance of debt according to Board of Trustees regulation;

(d) Control the use of the University's name;

(e) Monitor compliance of the Foundation with University regulations and policies and relevant state and federal laws, and provide reports and recommendations as required or necessary to the University Board of Trustees;

(f) Ensure that any political activities of the Foundation are coordinated with the University President's office;

(g) Review and approve the Foundation's quarterly expenditure plan, to determine if there are significant changes in Foundation's projects funded, expenditures or income projected in the approved annual budget or which would cause a significant commitment of the University's or Foundation's resources, as provided by University regulations and policies; and

(h) Approve Foundation contributions of funds or supplements to support Intercollegiate Athletics.

The President of the University shall be an ex-officio voting member of all standing committees, except the audit committee of the Board of Directors.

Section 6. Emeritus Board Members

Any incumbent, deceased, or former Board member who has made an exceptional contribution to the progress and welfare of the University and has served with distinction and devotion as a Director for ten (10) years or more may be considered for designation by the Board as an Emeritus Board Member. Emeritus Directors are welcome to attend most meetings and special events of the Board of Directors. They may participate in discussions but shall not be entitled to vote with the full Board on board matters, nor hold or be appointed to serve as chair of any committee. In no event shall the Foundation be responsible for scheduling, reimbursing, or paying for any travel expenses or accommodation of an Emeritus Board Member associated with that member's attendance at any meeting of the Board.

Section 7. Honorary Board Members

Individuals whose achievements characterize them as a person whose name may lend further distinction to the Foundation may be nominated for honorary membership on the Board of Directors. These persons may be recommended by members of the Board, reviewed and nominated by the Board Governance and Stewardship Committee, and voted upon by the full Board of Directors. Honorary members may serve for a term of four (4) years. Membership may be renewable upon a majority vote of a quorum of the Board members at any annual meeting or other meeting called for such purpose.

Honorary membership will entitle the individual to be listed on Board stationery and documents, as well as Board programs; however, honorary membership does not entitle honorary members to voting privileges. They may participate in discussions but shall not be entitled to vote with the full Board on board matter, nor hold or be appointed to serve as chair of any committee. Attendance at Board meetings will not be required. In no event shall the Foundation be responsible for scheduling, reimbursing, or paying for any travel expenses or accommodations of an Honorary Board Member associated with that member's attendance at any meeting of the Board.

Section 8. Absence or Incapacity of Officers to serve

In the event of absence, disability, or refusal to act of any of the officers of this Foundation, except the Chair, the Board of Directors may appoint any member to perform the officer's respective duties.

Section 9. Resignation

An elected director may resign at any time by submitting a written resignation to the Chair of the Foundation with a copy to the Secretary.

Section 10. Removal of a Member

An Elected Director may be removed by a two-thirds vote of the Board of Directors present and voting, whenever in the Board's judgment the interests of the Foundation would be best served. Examples of a reason an elected director may be removed include, but is not limited to, the following:

- (a) refusal or failure to fulfill his or her annual financial responsibility to the Foundation, as promulgated from time to time in the Foundation's Policy and Procedures, from January 31st thru December 31st.

- (b) refusal or failure to remain financially responsible; if a director fails or refuses to become financially responsible within ten (10) days, after being so advised by the Board Chair, that director shall be denied paid travel and lodging accommodations to future board meetings and any other benefits of board membership to which that director might otherwise be entitled.
- (c) more than two (2) unexcused absences in a two-year period; unexcused absences may only be granted by the Chair; any director exceeding this limit may forfeit his or her position on the Board of Directors, subject to a final vote on such removal for cause by a majority vote of the Executive Committee.

Section 11. Compensation

Elected directors shall not receive compensation for their services but may be reimbursed for reasonable expenses incurred for travel, meals and lodging associated with their attendance at meetings of the Foundation or when traveling on Foundation business. No state or University funds shall be used for travel expenses by any director.

Section 12. Communications Between and Among Directors

All communications between and among Directors shall be governed by Section 286.011, Florida Statutes (“Florida Government in the Sunshine Law”). The Sunshine Law requires boards to meet in public; Directors may not take action on or engage in private discussions regarding board business via written correspondence, e-mails, text messages, by telephone, or other electronic communications; nor may Directors use other means of electronic communication to conduct private discussions among themselves about board business.

ARTICLE III
STANDING COMMITTEES

There shall be an Executive Committee, Investment Committee, Audit Committee, Bylaws Committee, Board Governance and Stewardship Committee, Development Committee, Finance Committee, Advisory Committee and such additional standing or special committees as the Board may establish from time to time.

Section 1. Appointment of Committees

With the exception of the Executive Committee, the members of all the committees shall be appointed by the Chair of the Board of Directors. The Chair of the Board of

Directors shall also appoint one member of each committee to serve as its Chair and one member of each committee to serve as its Vice-Chair. The Chair of the Board of Directors shall also have the power to appoint members to such additional standing or special committees as the Board may need from time to time.

Section 2. Executive Committee

- (a) The Executive Committee of the Board of Directors shall consist of the:
Chair of the Board of Directors,
Vice-Chair of the Board of Directors,
Secretary of the Board of Directors,
Treasurer of the Board of Directors,
President of Florida Agricultural and Mechanical University, and
Chair of the Board of Trustees of Florida Agricultural and Mechanical University, or appointed designee.

The Chair of the Board of Directors shall be the chair of the Executive Committee.

- (b) The Executive Committee shall meet at the call of the Chair of the Board of Directors. The presence of a majority of Committee members shall constitute a quorum and the affirmative vote of a majority of a quorum present shall be necessary for the adoption of any resolution.

- (c) The Executive Committee shall provide governance to the Foundation in the intervals between the regular meetings of the Board of Directors. It shall have all the power and authority of the Board and other committees of the Board, except for the Audit Committee, with respect to the affairs of the Foundation, subject only to such restrictions or limitations as the Board of Directors may specify from time to time.

- (d) The Executive Committee shall not have the authority to fill vacancies on the Board or the Executive Committee, elect or remove officers, amend, alter or repeal the Bylaws or Articles of Incorporation of the Foundation or any resolution of the Board, take any action on matters committed by the Bylaws or resolution of the board solely to another committee of the Board. All actions of the Executive Committee shall be reported in writing to the Board of Directors within thirty (30) days after such action is taken or at the next meeting of the Board of Directors, whichever event occurs first. All action of the Executive Committee shall be included in the minutes of the Board of Directors.

Section 3. Investment Committee

(a) The Investment Committee shall provide advice to the Board of Directors and Executive Director regarding the management of the Foundation's investment portfolio. The Committee's responsibilities shall include, but not necessarily be limited to, the approval of endowment investment guidelines, objectives, investment allocations, the selection of investment advisors and consultants, and the review of the performance of investments.

(b) The Chair or Vice Chair of the Investment Committee is granted authority to make changes of Investment Managers while keeping the overall asset allocation as previously approved by the Board.

(c) The Investment Committee shall meet four (4) times annually to address investment issues.

(d) The Investment Committee shall report quarterly to the Board of Directors.

Section 4. Audit Committee

(a) The Audit Committee shall receive and analyze financial reports to ensure that the information contained in such reports accurately describes the financial condition of the Foundation.

(b) It must attest that internal controls are in place to provide the necessary level of confidence, and that there are no material weaknesses in financial controls, and/or set timelines for improvements where deficiencies are identified. The Audit Committee must ensure in accordance with the mandate of the FAMU Board of Trustees that the audit company and/or visiting audit team is changed every two to five years to ensure an unbiased creditable audit of the Foundation records is accomplished.

(c) The Audit Committee shall be responsible for recommending the appointment of the independent public accountants, as well as review the cost and scope of any audit provided by such accountants or auditors. Any independent public accountants or auditors recommended by the Audit Committee to the Board of Directors shall be selected and approved in accordance with such policies or regulations governing the selection and retention of auditors as adopted by the University Board of Trustees.

(d) The Committee shall be responsible for the review and evaluation of the reports prepared by the independent accountants that describe any weakness in the

Organization's internal accounting and management controls, and that contain recommendations for improvements in such controls. The Committee shall determine if management has taken appropriate action on such recommendations.

(e) It shall also have responsibility to review the annual financial statements with the independent accountants and review new or proposed accounting standards which affect the banking, investment and fundraising industries, and their impact on the Foundation.

(f) The Audit Committee shall meet bi-annually prior to the Board meeting or as necessary to address audit issues.

Section 5. Board Governance and Stewardship Committee

(a) The Board Governance and Stewardship Committee shall be charged with: receiving, evaluating and presenting to the Foundation Board nominations for new members and officers, in the manner provided in these Bylaws; developing a policy for member recruitment and officer selection; nominating individuals for special recognition as Emeritus Members of the Foundation; developing a plan for orientation of new members; developing a plan for continuing education of members; and monitoring the attendance, participation and financial responsibility of members.

(b) The purpose of the Committee is to ensure the integrity of the Board and enhance Board performance. The Committee is also responsible for establishing and maintaining standards of Board conduct, identifying the expertise and experience needed by the Board, ensuring members have appropriate orientation and ongoing education, periodically reviewing and ensuring compliance with these Bylaws and other Board policies, managing the process for deciding whether to reappoint a board member, planning for leadership succession, honoring and recognizing retiring members, identifying best practices in foundation governance and customizing such practices as appropriate for this Board.

(c) The Board Governance and Stewardship Committee shall solicit nominees for the Board from the University community and the national community as well. Upon its consideration of an individual for nomination to the Board, the Committee shall consider the individual's demographic location and demonstrable qualities in the following areas:

- (i) intelligence, wisdom, and high moral character;

- (ii) devotion and willingness to be active and energetic in exercising critical judgment on policy matters;
- (iii) ability to work collegially with other Board members, the administration, faculty, staff, students, and the University community at large;
- (iv) notable record of leadership and accomplishment in the community or in a particular area of expertise; and
- (v) willingness to support the University through personal giving and/or fundraising.

(d) The Committee shall meet annually to review the terms of the Board of Directors and to prepare recommendations for the Board regarding the nomination of Board members, in accordance with Article II, Section 1, of the Bylaws. The Committee shall present to the Board of Directors recommendations regarding candidates for officers of the Board. The recommendations will be made available to Board members at least thirty (30) days before the annual meeting.

(e) Prospective Members placed into nomination by the Committee shall be elected to board membership by a majority vote of the full Board. The Board shall vote individually on each member. In evaluating an individual for election or re-election as a Board member, the Committee will consider, in addition to the criteria for new nominees set forth above, their record in the following areas:

- (i) knowledge of the University and higher education in general;
- (ii) active participation in and contribution to activities of the Board and the University;
- (iii) responsiveness and commitment to the Board and the University;
- (iv) offices held;
- (v) attendance at meetings;
- (vi) visibility in the community on behalf of the University;
- (vii) advocacy of the interests of the entire University rather than any part or constituency; and
- (viii) demonstrated financial commitment to the University.

Section 6. Bylaws Committee

The Bylaws Committee shall meet annually or as necessary to review the Bylaws of the Foundation to assure that guidelines for operating the business of the Board are properly updated and make recommendations to the Board regarding amendments and modifications as necessary.

Section 7. Development Committee

(a) The Development Committee shall provide advice to the Board of Directors, the Executive Committee, and the Foundation regarding securing private, external financial support for the University.

(b) The Development Committee shall also assist in the identification, cultivation, and solicitation of private gift prospects for the University as necessary.

(c) The Development Committee shall meet a minimum of two (2) times annually.

Section 8. Finance Committee

(a) The Finance Committee shall establish and be responsible for the fiscal policy, including budget and spending. It shall review the annual budget and periodically ensure that the budget and current funds of the Foundation are administered in accordance with the policies of the Board of Directors.

(b) The Finance Committee shall develop and review overhead charges, capital equipment purchasing and operation, and other policies. The Finance Committee is required to make detailed reports to the Board of Directors.

(c) The Finance Committee shall receive and consider the Foundation's budget for each fiscal year as presented by the Executive Director. It shall then present the budget with appropriate recommendations to the Board of Directors at the last regular meeting prior to the beginning of the next fiscal year. Subsequent amendments or revisions shall be considered by the Committee and submitted with any recommendations to the Executive Committee.

(d) The Finance Committee shall meet with the Foundation staff periodically to compare spending with the policies of the Foundation and the budget, and make recommendations to the Executive Director and Board.

(e) The Treasurer of the Foundation, or their designee, shall be the secretary of the Finance Committee and shall keep minutes of the actions of the Committee.

(f) The Finance Committee shall further be charged with overseeing all matters concerning real estate owned or operated by, or being considered for purchase or operation by the Foundation, and recommending any action relating to such matters that the committee deems advisable. The Committee shall participate, where appropriate, in the cultivation of private gifts of real property to the Foundation.

Section 9. Advisory Board

(a) Advisory Board members are individuals whose achievements and business acumen characterize them as persons qualified to actively advise the Foundation Board as well as recommend prospective individuals or donors that may lend further distinction to the Foundation.

(b) The specific purposes for which the Advisory Board will include but not be limited to: leveraging the skill sets and networks of Advisory Board members; facilitating creation of a pool of persons who are experienced, from whom future Foundation Board members may be drawn; establishing a defined network of goodwill ambassadors for the Foundation to further facilitate fund-raising and friend-raising; providing external feedback to the Foundation and the University; providing affinity memberships for retired corporate executives, major contributors, benefactors and selected emeritus Board members; analyzing and evaluating matters or single issue topics of interest to the Foundation Board, requiring special or objective examination over an extended period of time.

(c) The Advisory Board shall focus on advancing the philanthropic function of the Foundation Board, through referral of prospective individual or corporate donors. Further the Advisory Board members would be individuals dedicated to ensuring the enhancement of the status of the Foundation and the University.

(d) Advisory Board membership will entitle the member to be listed on Board stationery and documents, as well as Board programs. Advisory Board membership shall be limited to fourteen (14) positions and members. Advisory Board members shall have no Board voting privileges and shall not be vested with either fiduciary responsibilities or decision-making authority. Attendance at Foundation Board meetings is not required.

(e) These persons may be recommended by members of the Board, reviewed and nominated by the Board Governance and Stewardship Committee, and voted upon by

the full Board of Directors. Advisory members may serve for a term of four (4) years. Membership may be renewable upon a majority vote of a quorum of the Board members at any annual meeting or other meeting called for such purpose.

Section 10. Membership and Quorum of Standing Committees

(a) The membership and standing committees, except for the Advisory Board, shall be composed of persons who are members of the Board of Directors. Committee members shall serve during the entire time of their term on the Board in accordance with Article II, Section 1(b) of these Bylaws.

(b) A majority of the voting members of a committee shall constitute a quorum for the transaction of business unless otherwise provided in these Bylaws. The acts of a majority of the members present and voting at a meeting at which a quorum is present shall be the acts of the Committee, except as specifically provided elsewhere in the Bylaws.

ARTICLE IV
MEETINGS

Section 1. Regular Meetings

The Board of Directors shall meet semi-annually. The time and place shall be determined by the Chair of the Board. At the last Board of Directors meeting during the calendar year, the Board shall elect directors as provided for in the Articles of Incorporation and Bylaws and shall transact such other business as may be brought before the Board. All elected and appointed directors shall be approved by the FAMU Board of Trustees, except those that serve by virtue of their positions.

Section 2. Special Meetings

Special meetings of the Board of Directors must be called by Chair or by a petition of three-fourths (3/4) of the current Directors.

Section 3. Quorum for Transacting Business

One-half (1/2) plus one of the current membership shall constitute a quorum at any meeting of the Board of Directors. All questions shall be determined by majority vote of the quorum present. A majority of all members of the Board of Directors, however, must concur in the following:

- (i) Amendments to the Bylaws; and
- (ii) Amendments to the Articles of Incorporation.

Section 4. Meetings Notices

Notice of meetings shall be communicated by the Secretary to the directors not less than thirty (30) days preceding any meeting except special meetings as defined in Section 2 and shall also be publicly noticed in accordance with the requirements of the Chapter 286, Florida Statutes.

Section 5. Presiding Officer(s)

The Chair, or in the Chair's absence, the Vice-Chair, shall preside over all meetings of the Board of Directors. In the absence of both the Chair and Vice-Chair, the Board may appoint any member present to act as chair. The Secretary of the Foundation shall act as secretary of all of the meetings of the Board of Directors, but in the event of the Secretary's absence, the presiding officer may appoint any member present to act as Secretary of the meeting.

Section 6. Collective Authority and Action

Actions of the Board or its Committees may be taken by a majority of a quorum of the members of the Board or Committee present at the meeting and voting in person or by telephone conference to the actions. "By telephone" includes facsimile, video conference, electronic transmission (such as email), satellite broadcast, or any other electronic means, to the extent permitted by the law and the provisions of Chapter 286, Florida Statutes. The written consent(s) 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.

In accordance with applicable provisions of Chapter 286, Florida Statutes, the Board or any Committee of the Board may be called into Executive Session in the course of any meetings, as appropriately noticed and included in the agenda, to consider pending litigation expenditures and resolution and research funding proposals.

ARTICLE V
ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors shall be as follows, unless otherwise determined by the Chair or a majority of the directors present:

1. Roll Call
2. Reading of minutes of last meeting
3. Consideration of communications
4. Resignations and elections
5. Reports of officers
6. Reports of committees
7. Unfinished business
8. Original Resolutions and new business
9. Adjournment

ARTICLE VI
APPROVED MAJOR ACTIVITIES

Approved major activities of the Florida Agricultural and Mechanical University Foundation, Inc., shall be as determined and established by the Board of Directors. They may include, but are not to be limited to: a corporate support program, capital gift program, and planned giving and philanthropic foundations. However, the giving, directly or indirectly, of any gift to a political committee or committee of continuous existence as defined in Section 106.011, Florida Statutes, for any purpose is prohibited.

ARTICLE VII
SEAL

The seal of the Foundation shall be inscribed with the words “**Florida Agricultural and Mechanical University Foundation, Inc.**”, the figures “**1966**” and the words “**Corporation Not for Profit.**”

ARTICLE VIII
NON-DISCRIMINATION POLICY

The Foundation shall not discriminate based on race, religion, color, age, disability, sex, sexual harassment, sexual orientation, gender identity, gender expression, marital status, national origin, and veteran status as prohibited by State and Federal Statutes.

The Foundation provides equal employment opportunities for all persons regardless of race, color, religion, gender, age or national origin. Any person, vendor, and independent contractor, hired or employed by the Foundation shall not be deemed or considered an employee of the State of Florida or the University by virtue of their

employment with the Foundation, except for any person with a University employment agreement that specifically states otherwise. The Foundation shall also comply with Section 1012.976, Florida Statutes.

ARTICLE IX
AMENDMENTS

Section 1. Amendment of Bylaws

The Bylaws of the Foundation may be altered or amended at any meeting of the Board of Directors by resolution approved by a majority of the Board. Written notice of any proposed amendment of the Bylaws must be mailed to each member of the Board prior to any meeting at which the proposed amendment is to be considered.

Section 2. Amendment of Articles of Incorporation

The Articles of Incorporation shall not be amended other than by vote of a majority of the Board of Directors. Written notice of any proposed amendment of the Articles of Incorporation must be mailed to each member of the Board prior to any meeting at which the proposed amendment is to be considered.

Section 3. Approval of Amendments by Board of Trustees

Any subsequent amendments to the Articles of Incorporation or Bylaws of the Foundation shall be submitted to the President of the University for the Board of Trustees for approval, prior to becoming effective.

ARTICLE X
CONFIDENTIALITY OF FOUNDATION DOCUMENTS

The successful partnership between the Florida Agricultural and Mechanical University and the Florida Agricultural and Mechanical University Foundation, Inc. is based on effective service, trust and accountability. The Florida Agricultural and Mechanical University Foundation, Inc., as a direct support organization of the Florida Agricultural and Mechanical University, believes it should be sensitive to the public scrutiny of its financial affairs. However, the Foundation's ability to assure donors and prospective donors that their financial and personal information will be held in confidence

is essential to fulfilling its primary mission of raising private support for Florida Agricultural and Mechanical University. The Florida Legislature has acknowledged, in Section 1004.28(5), Florida Statutes, that certain records of the Foundation are confidential and exempt from Florida Public Records Law. Other than the auditor's report, management letter, any records related to the expenditure of state funds, and any financial records related to the expenditure of private funds for travel, all records of the organization and any supplemental data requested by the Board of Governors, the University Board of Trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from Section 119.07(1), Florida Statutes.

ARTICLE XI
CHECKS

Checks or drafts on the funds of the Foundation shall be signed by two of the officers or directors authorized to do so by the Board of Directors, those officers being the Chair, Vice Chair, Secretary, Treasurer, and Executive Director of the Foundation.

ARTICLE XII
AUDITS

Section 1. Annual Audits

a) After the close of each fiscal year, the Foundation shall cause a financial audit of its accounts and records to be conducted by an independent certified accountant pursuant to Sections 1004.28 (5) and 1010.34, Florida Statutes, as now or hereafter amended, and in accordance with such regulations and policies adopted by the University Board of Trustees, as now or hereafter amended.

b) The annual audit of the Foundation shall include as part of its audit scope the compliance testing of the Foundation with the required regulations and policies of the University governing direct support organizations, including but not limited to general accounting, fundraising and gift accounting, investment, University and Foundation employee compensation policies and procedures.

c) The annual audit report, including management letters and recommendations, management's response to the audit findings and recommendations

shall be submitted to the President of the University and the Audit Committee of the Board of Trustees for the Board of Trustees review and approval.

Section 2. Operational Audit

Every three (3) years, the Board of Directors shall provide for an operational audit of the Foundation measuring and evaluating administrative controls within the Foundation against standards set by the University or the State of Florida for such organizations, including the Foundation’s budget and operating policies and procedures.

ARTICLE XIII
BUDGET AND EXPENDITURES

Section 1. Preparation and Submittal of Operating Budget

Operating budgets must be prepared, at least, on an annual basis consistent with all applicable state laws and the regulations and policies of the University Board of Trustees. The annual operating budget must be approved by the Foundation Board and the President of the University and submitted by the President to the Chair of the Board of Trustees for Board approval. All salary supplements, compensation, and benefits provided to the President, University faculty, and to staff and employees of the Foundation with Foundation assets shall be detailed in the budget.

Section 2. Review and Approval of Quarterly Expenditure Plans

After approval of the yearly operating budget by the University Board of Trustees, the Foundation shall prepare and submit to the President of the University for approval a quarterly expenditure plan. The quarterly expenditure plan shall be submitted on or before the first date of the fiscal quarter in which they are to occur, and shall delineate any planned actions that would cause a significant commitment or change of University resources or represent a significant commitment or change of the resources of the Foundation such as capital projects. Expenditures must comply with thresholds established in University regulations. For example, and as stated in the University’s policies, a significant commitment or change is any budgetary matter which is more than 15% but less than \$40,000 of the total amount of the Foundation’s annual budget.

Section 3. Budget Amendments

The Foundation shall have the authority to amend its budget. Budget amendment requests which are provided for in Section 2 herein shall be approved by the University President, provided that no budget amendment affecting the President or the President's compensation, salary or other benefits shall be made without the approval of the University Board of Trustees. Other budget amendment requests shall require the approval of the President and the Board of Trustees.

ARTICLE XIV
REPORTING REQUIREMENTS

On or before June 30 of each year, the Executive Director shall prepare and submit to the President of the University, on behalf of the Foundation, the annual certification report as required by University regulations and policies, providing all the documentation, reports and certifications necessary for the report, to ensure the Foundation maintains its certification as a direct support organization of the University.

ARTICLE XV
BOND

Each officer or employee who is authorized to sign checks on behalf of the Foundation; collect, hold, or disburse funds of the Foundation; or to handle negotiable instruments on behalf of the Foundation shall execute and deliver to the Foundation, at the Foundation's expense, a bond for the faithful discharge of their duties, the adequacy of which shall be determined by the Executive Committee.

ARTICLE XVI
FISCAL YEAR

The FAMU Foundation shall conduct its financial operations observing a fiscal year ending on June 30 of each year, unless otherwise approved by the University Board of Trustees.

ARTICLE XVII
MISCELLANEOUS PROVISIONS

The Articles of Incorporation and Bylaws of the Foundation will be consistent with and in the case of a conflict, superseded by all applicable Florida Statutes, including

without limitation § 1004.28 as now or hereafter amended, and the applicable University regulations and policies, including without limitation University Regulation 11.001 and University Policy 2018-01 as now or hereafter amended, and any applicable regulations of the Florida Board of Governors including without limitation Regulation 9.011, all of which are incorporated herein by reference.

ARTICLE XVIII
DEFINITIONS

1. “Advancement” means the Florida Agricultural and Mechanical University Division of University Advancement. When Advancement employees are authorized by these Bylaws or the Foundation Board to act for the Foundation, they are acting within the scope of their University employment as an agent of the Foundation.
2. “Board of Trustees” or “BOT” means the Florida Agricultural and Mechanical University Board of Trustees.
3. “Directors” means Elected Directors and Ex-officio Directors of the Foundation Board.
4. “Elected Directors” are those directors elected by the Foundation Board and approved by the Florida Agricultural and Mechanical University Board of Trustees.
5. “Ex-officio Directors” means the Directors listed in Article II, Section 3.
6. “For cause” means actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University.
7. “Foundation” means the Florida Agricultural and Mechanical University Foundation, Inc.
8. “Officers” means the Foundation Chair, Vice Chair, Treasurer, and Secretary of the Foundation Board.

9. “University” means Florida Agricultural and Mechanical University.
10. “University President” or “President” means the President of Florida Agricultural and Mechanical University.

ARTICLE XIX
PROMULGATED AND ADOPTED AMENDMENT DATES

1. First Restatement: August 6, 2020

a. Last Amended and Promulgated: November 18, 2023

a-b. Last Amended and Promulgated: May 10, 2023

b-c. Last Amended and Promulgated: October 5, 2022

e-d. Last Amended and Promulgated: June 3, 2021

Formatted: Font: Bold

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Direct Support Organizations (DSO) Committee
Wednesday, March 6, 2024
Agenda Item IV. B.

Subject: **Approval of 2023-2024 Foundation Operating Budget Amendment - \$700K – Athletics Funding Request**

Proposed Board Action: Dr. Shawnta Friday-Stroud, Vice President of University Advancement and Executive Director of the FAMU Foundation, will present the 2023-2024 Foundation Operating Budget Amendment of \$700K for Athletics Funding from Foundation Contingency Funds.

The FY 2023-2024 FAMU Foundation Operating Budget Amendment was approved by the FAMU Foundation Board during their General Board Meeting held on Wednesday, January 31, 2024.

Rationale: The DSO Budget Amendment is submitted for approval in accordance with FAMU Board of Trustees Policy Number 2018-01.

A DSO shall have the authority to amend its budget. Budget amendment requests for less than 15%, but not to exceed \$40,000, of the total amount of the annual budget shall require the approval of the President, provided that no budget amendment affecting the President or the President's compensation, salary or other benefits shall be made without the approval of the Board. Other budget amendment requests shall require the approval of the President and the Board.

Recommendation: Approve the FY 2023-2024 FAMU Foundation Operating Budget Amendment for \$700K.

- \$400,000 for Summer 2024 Athletics Scholarships.
- \$100,000 for Marching 100 to attend one (1) SWAC Football Game.
- \$200,000 for VP/AD's Discretionary Fund.

Attachments:

- 1.) FY 2023-2024 FAMU Foundation Operating Budget
- 2.) VP/AD Discretionary Funds Projected Expenditures

FAMU FOUNDATION, INC
FISCAL YEAR 2023-2024 APPROVED OPERATING BUDGET

REVENUE AND SUPPORT

Operating Revenue	\$3,642,814
<i>Endowment Administrative Fees and Operating Fees</i>	<i>\$2,904,814</i>
<i>Incoming Gifts Fees [7%, 5% or 3%]</i>	<i>\$355,000</i>
<i>Administrative Fees on Miscellaneous Revenue (7%)</i>	<i>\$77,000</i>
<i>Administrative Fees on Disbursements [\$2.50]</i>	<i>\$6,000</i>
<i>Campaign Fee [2%]</i>	<i>\$300,000</i>
License Tags Revenue	\$450,000
Rents and Fees 625 East Tennessee Street	\$70,000
Contingency Revenue	

TOTAL REVENUE AND SUPPORT **\$4,162,814**

EXPENDITURES

Foundation Operations	
Staff Salaries and Benefits	\$970,000
Contractual Services	\$25,000
General Counsel and Legal Services	\$60,000
Auditing and Accounting Services	\$55,000
Foundation Board Support	\$220,000
Travel, Registration, Training and Seminars	\$25,000
Memberships and Subscriptions	\$5,000
Insurance	\$40,000
Janitorial Services	\$30,000
Office Security Monitoring	\$12,000
Office Utilities	\$50,000
Pest Control	\$4,000
Grounds Maintenance	\$20,000
Software Maintenance	\$150,000
Telephone	\$2,500
Office Equipment/Furniture	\$25,000
Materials, Printing & Postage	\$20,000
625 E TN Street Renovations	\$100,000
Bank Fees	\$15,000
Donor Outreach Support and Other	\$83,775
Equipment - Van	\$0
Operating Contingency	\$20,091
Transportation Maintenance	\$5,000
Total Foundation Operations	\$1,937,366

Office of University Advancement	
Advancement Operations/Development Support	\$126,000
Capital Campaign Support	\$100,000
Fundraising Activities [75% License Tags Revenue]	\$337,500
Total Office of University Advancement	\$563,500

University Support	
University President Compensation	\$388,562
Interim University President Compensation	\$0
University President Salary Increase, Bonus & Benefits	\$80,000
Office of the President	\$80,000
University Auxiliary Support	\$298,485
Board of Trustees Assessment	\$36,000
Board of Governors Assessment	\$16,000
Legislative Advocacy	\$80,000
License Tags Scholarships [25% License Tags Revenue]	\$112,500
Athletics Salary Support	\$134,000
Athletics Scholarships Support/General	\$0
University Executive Support	\$336,401
University Support	\$100,000
Total University Support	\$1,661,948

TOTAL EXPENDITURES **\$4,162,814**

REVENUE LESS EXPENDITURES **\$0**

VP/AD Discretionary Funds Projected Expenditures

Expense Item	Amount
Softball Bullpen Repair	\$ 46,202.55
Fieldhouse Security	\$ 36,699.00
Turf Repair	\$ 3,320.00
Wiggins Naming Install	\$ 31,794.00
Tennis Windscreen	\$ 22,302.72
Moore-Kittles Signage	\$ 4,560.40
T&F Windscreen	\$ 4,670.00
Install	\$ 5,530.00
Baseball Tarp Cover	\$ 940.00
Softball Dugout Paint	\$ 7,000.00
Baseball Outfield Install	\$ 1,500.00
Softball Panels	\$ 3,855.00
National SA Day	\$ 8,000.00
SA End of Year Awards	\$ 15,000.00
Goal Post Level & Paint	\$ 9,963.00
Pitchers Platform/Tees	\$ 950.00
Foul line fencing	\$ 7,100.20
Fieldhouse Signage	\$ 494.72
Total	\$ 209,881.59

FLORIDA **A&M** UNIVERSITY
Board of Trustees
INFORMATIONAL ITEM

Direct Support Organizations (DSO) Committee
Wednesday, March 6, 2024
Agenda Item: V. A. B.

Subject: Update on Divisional Activities

Background Information and Summary:

Dr. Shawnta Friday-Stroud will provide an update on Divisional activities.

A.) FY 2023-2024 University Advancement Updates

- FY 2023-2024 Fundraising at February 12, 2024
 - \$18,976,640.84 (94.88% of \$20M Goal)
 - New Cash (2/12/24)
\$17,382,940.84 (91.60% of Total & 86.91% of \$20M Goal)
 - Pledges & Planned Gifts (2/12/24)
\$1,593,700 (8.40% of Total & 7.97% of \$20M Goal)

B.) DSO Updates

1. FAMU Foundation, Inc.

- FAMU Foundation Spring 2024 Board of Directors Meeting will be held on May 30 – June 2, 2024, in Tampa, FL, in conjunction with the FAMU NAA Convention.
- Investment Value - \$180,085,971 as of December 31, 2023, compared to \$150,825,131 as of October 31, 2023.
- Endowment Value - \$115,386,344 as of December 31, 2023, compared to \$104,993,207 as of October 31, 2023.

2. FAMU National Alumni Association (NAA)

- Chair Harper is also dedicated to continued collaboration between our DSO's and is pleased to have commitments from the FAMU Foundation, and FAMU Boosters to join the FAMU NAA for meetings at their National Convention on May 30- June 2, 2024 at the Hyatt Grand Hotel in Tampa, Florida... "One FAMU Stronger Together."
- The FAMU NAA and the University collaborated to host an awesome mission of advocacy. FAMU Day at the Capitol events began with a welcome reception Tuesday evening Feb 20 at the historic Union Bank archives in the shadows of the state Capitol. State Lawmakers city, county

FLORIDA **A&M** UNIVERSITY
Board of Trustees
INFORMATIONAL ITEM

leaders, alumni ambassadors, students, Trustees and University leadership attended.

- The following day, the FAMU Marching 100 and FAMU Cheerleaders were striking strong as that good ole FAMU spirit filled the air of the Capitol courtyard - the backdrop for the launch of a long day of advocacy.
 - Alumni traveled from all over Florida and other states, including from the west coast, for legislative visits, and to glean more about key initiatives in FAMU's legislative budget request. We had awesome support from SGA leaders and students from SBI.
 - A vast platform of recruiters from colleges and schools showcased the great things happening in their respective areas on the 2nd and 3rd floors of the State Capitol.
 - Although we celebrated our day of advocacy, we also paused for a moment of remembrance saluting the life and legacy of former FAMU Government Affairs Director Barbara Cohen Pippin who passed away early this year.

3. FAMU Rattler Boosters

- Rattler Boosters Inc. has 246 Life Members, 14 Subscribing Life Members, and 85 Regular Members.
- Rattler Boosters is reviewing the current Constitution and By-laws for Updates.
- Started planning the Student Athletics Banquet.
- The Rattler Boosters would like to congratulate Coach James Colzie, III.
- Congratulations to Coaches Garfield Ellenwood II, Robert Deadyler II, and Tameka Kinchen, for winning the Women's Track and Field Indoor SWAC Championship.
- The Rattler Boosters would also like to congratulate all the SWAC Championship Teams so far this academic year, and cheering on the remaining Spring sports on to Championship Titles too.