

**AMENDED AND RESTATED BYLAWS**

**OF THE**

**FLORIDA AGRICULTURAL AND MECHANICAL**  
**UNIVERSITY FOUNDATION, INC.**



Approved by Foundation Board on 12-2-2025  
Approved by Board of Trustees on 12-4-2025

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**AMENDED AND RESTATED 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.

## **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** - All nominees shall be submitted to the University President for University Board of Trustees approval. 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 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 approval by the Board of Trustees 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.

No Elected Director may serve more than a maximum of eight (8) years' total or two (2) four-year terms. Those Board Members whose initial terms of service begin before January 1, 2024, current terms shall expire pursuant to the Schedule of Term termination provided in the Schedule of Termination section of the Foundation Policies and Procedures.

An Elected Director may not serve as a member of the University Board of Trustees, except as the Ex-Officio Member as the Chair of the Board of Trustees or his or her designee. If an Elected Board Member is appointed to the University Board of Trustees at any time during his or her term, his or her vacancy shall be filled in the manner provided for election of a Director in Article II, Section(b).

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.

(e) **Manner of Election** - Members placed into nomination by the Board Governance and Stewardship Committee shall be elected or re-elected to board membership by a two-thirds vote of all members of the Board. In evaluating an individual for election or re-election as a Board member, the Board Governance and Stewardship Committee will consider 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, including financial commitments and existing members satisfaction of “Give/Get Annual Commitments,” 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.

(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, President of the National Alumni Association, and the Chair of the Board of Trustees or his or her designee 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

designator. 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. The University Chief Financial Officer, the Executive Director of the University Office of Alumni Affairs and the Provost/Vice President for Academic Affairs shall be representatives to the Board of Directors and may participate in discussions but shall not be entitled to vote with the full Board on board matters.

#### **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**

In regard to the Foundation, 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 eight (8) years or more may be considered for designation by the Board as an Emeritus Board Member. 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. 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 matters, 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 accommodation 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 by 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 31<sup>st</sup> through December 31<sup>st</sup>.
- (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; excused absences may only be granted by the Chair; any director exceeding this limit may forfeit his or her position on the Board of Directors.

**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.

### **ARTICLE III**

#### **STANDING COMMITTEES**

There shall be an Executive Committee, Investment Committee, Audit 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 or Members, 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 are 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 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 or Honorary Members of the Foundation; developing a plan for orientation of new members; 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; 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 two-thirds vote of the full Board. 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.
- (f) The 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 6.     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 7.     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 8. 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 quarterly. 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 the 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 with 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 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.

## **ARTICLE V** **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 VI** **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 VII** **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 full Board. Thirty (30) days’ 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 full 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 VIII**  
**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 IX**  
**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 X**  
**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 XI**  
**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 XII** **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 XIII**  
**PROMULGATED AND ADOPTED AMENDMENT DATES**

1. First Restatement: August 6, 2020
  - a. **Last Amended and Promulgated: December 2, 2025**
  - b. **Last Amended and Promulgated: May 30, 2025**
  - c. **Last Amended and Promulgated: November 18, 2023**
  - d. **Last Amended and Promulgated: May 10, 2023**
  - e. **Last Amended and Promulgated: October 5, 2022**
  - f. **Last Amended and Promulgated: June 3, 2021**