BY-LAWS OF
UNIVERSITY OF WEST FLORIDA FOUNDATION, INCORPORATED

ARTICLE I

Section 1. **Number, Qualifications, Terms of Office, and Manner of Selection**

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

(a) There shall be a total of not less than five (5) nor more than twenty-two (22) elected Directors, selected in the manner prescribed in these By-Laws, and the Directors provided in this section. The members of the Board of Directors shall constitute the voting members of the Foundation.

(b) Ten of the elected members shall be elected upon the nomination of the President of The University of West Florida; two of the elected members shall be nominated by the Alumni Association from their own membership; and the remaining ten of the elected members shall be elected by the other elected members of the Board of Directors.

(c) There shall be the following *Voting ex officio* members of the Board of Directors: one representative of The University of West Florida Board of Trustees, as designated by the Board Chair; the President or designee of The University of West Florida: Vice President of the Faculty Senate of The University of West Florida; one student representative of the Student Government Association (SGA) of The University of West Florida, as designated by the SGA President; and President of the Alumni Association. *Voting Ex officio* members shall be entitled to a vote upon all matters except the election of officers and members of the Board of Directors. The President of The University of West Florida; shall serve as a *non-voting ex-officio* member of the Board.
(d) The terms of office of elected members of the Board of Directors shall be four (4) years in length. Under normal circumstances a Director should not serve more than two terms consecutively unless such a Director is also serving as President or Vice-President. The terms of office of elected members of the Board of Directors shall be staggered so that approximately one-fourth of the members of each of the three classes of elected Directors shall be elected each year. Vacancies occurring during a term shall be filled for the unexpired portion thereof in the manner provided for the election of the class of Directors in which the vacancy occurs.

(e) The initial members of the Board of Directors shall serve until the first election held under the provisions of the Articles and By-laws of the Foundation. It shall be the duty of the Board of Directors to determine the class of elected Directors into which each such member shall be placed and to arrange for the election of additional members for each class as provided herein. As the terms of the present members expire, the terms of their successors shall be adjusted so as to permit the orderly rotation of members thereafter as provided in subsection (d) of this Section.

Section 2. Responsibilities of Board Members

(a) Maintain knowledge of University of West Florida’s mission, programs, resources, and needs.

(b) Serve as an effective University spokesperson in the community.

(c) Assist President and Foundation staff in establishing and maintaining a favorable climate for giving.

(d) Participate actively in the fund raising programs of the Foundation through attendance at meetings and by providing personal financial support of the University on a regular basis.

(e) Review and approve the Foundation’s annual operating budget.

(f) Review and determine investment goals and objectives of the Foundation’s
investments.

Section 3. Meetings

(a) Regular meetings: The Board of Directors shall meet at least twice a year. One meeting shall be an annual business meeting at which the Board shall elect Directors and Officers and transact other business. The time and place shall be determined by the President of the Foundation.

(b) Special meetings: Special meetings may be called by the President of the Foundation and/or by one-fourth of the Board in writing.

Section 4. Quorum

One-third of the members shall constitute a quorum at any meeting of the Board of Directors and all questions shall be determined by a majority vote; provided, however, a majority of all members of the Board of Directors must concur in the following:

1. Amending these By-Laws.

2. Amending the Articles of Incorporation.

Notice of each meeting, annual or special shall be mailed to each of the Directors not less than fourteen (14) days next preceding any such meeting. In the event the notice is of a special meeting, such notice shall indicate briefly the objects thereof. The Directors may waive notice of any such meeting or the objects thereof, and when a quorum is present at any such meeting, a waiver of notice of such meeting or the objects thereof by a majority of all members shall be as effective and have the same force and effect as though all members had waived the requirements of this paragraph as to such notice.
Section 5. Powers

The President, or in his or her absence, the Vice President of the Foundation shall act as Chair of all meetings of the Board of Directors. In the absence of both of the last mentioned officers from any meeting, the Board may appoint any member to act as Chair. The Secretary of the Foundation shall act as Secretary of all meetings of the Board of Directors, but in the event of his or her absence from any meeting, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. Executive Committee

(a) The Executive Committee of the Board of Directors shall consist of the following eight (8) Directors: The President of the Foundation, who shall be Chair of the Executive Committee; the Vice President/President Elect of the Foundation; the President of The University of West Florida or designee; the representative of The University of West Florida Board of Trustees, as designated by the Board Chair: the Chair of the Investment Committee; the Chair of the Development Committee; the immediate past President of the Foundation; President, UWF Alumni Association; the Foundation Secretary and the Foundation Treasurer. The President of the University of West Florida shall be an ex officio non-voting member.

(b) The Executive Committee shall meet at the call of the President. The presence of three members shall constitute a quorum of the committee and the affirmative vote of three members shall be necessary for the adoption of any resolution. No revision or alteration by the Board of Directors of action taken at the Executive Committee shall affect the rights of third parties.

(c) The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, inclusive of the power to fill all unexpired
terms, and subject only to such restrictions or limitations as the Board of Directors may from
time to time specify; provided, however, the Executive Committee shall have no authority to
alter, amend or repeal the Articles of Incorporation or the By-laws of the Foundation. All actions
of the Executive Committee shall be reported in writing to the Directors individually within
thirty (30) days after such action is taken or at a meeting of the Board of Directors, if a meeting
is held within that period of time. All actions of the Executive Committee shall be included in
the minutes of the Board of Directors.

Section 7. Other Permanent Committees

In addition to the Executive Committee, the Budget, Audit and Allocation committee, the
Investment Committee, and the Development Committee shall comprise the permanent
committees of the Board of Directors, with the duties and responsibilities as indicated

(a) The Budget, Audit and Allocation Committee shall consist of not fewer than four (4)
Directors with the Treasurer acting as Chair. It shall prepare an annual Foundation budget for
review and approval of the Executive Committee. The Committee shall select the independent
auditor, review the Annual audit and report the data at the next Board meeting upon completion
of the annual audit. The Committee shall review spending proposals.

(b) The Investment Committee shall determine investment goals and objectives; review
performance in relation to established goals; implement investment of all Foundation funds;
report in writing quarterly to the Board of Directors via the Executive Committee.

(c) The Development Committee shall work with the Vice President for Development
and staff to implement a strategic fundraising plan, shall assist staff in contacting prospective
donors, and shall solicit a charitable contribution from all members of the Foundation Board of
Directors on an annual basis.
(d) The Nominating Committee shall consist of not fewer than five (5) Directors with the Foundation's immediate past President acting as its chair. Eligible members shall be those Directors whose terms are not expiring within one year. The Nominating Committee shall meet and nominate Directors as well as the officers of the Foundation. All such nominations are to be advanced to the Board of Directors prior to the Board’s June meeting.

Section 8. **Executive Director**

(a) The Executive Director shall be recommended by the President of the University to the Board of Directors for selection as chief operating officer of the Foundation and report to the Foundation President, and the University President or his/her designee.

(b) The Executive Director shall be responsible for the management of the affairs of the Foundation and shall exercise such authority as accepting gifts, collecting revenues, and making routine expenditures as may be delegated to him or her by the Board of Directors or the Executive Committee. The Executive Director shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Board of Directors.

**ARTICLE II**

Section 1. **President**

The President shall preside at all meetings of the Board of Directors, including the Executive Committee, and shall act as the chief executive officer of this Foundation, and shall do and perform such other duties as from time to time may be assigned to her/him by the Board of Directors. The President's term of office shall be for two years and until a successor is chosen and qualifies.
Section 2. Vice President

The Vice President shall be the President-Elect and shall preside at all meetings and perform the duties of the President in his /her absence. He/she shall have full authority to act for the President in his/her absence or incapacity. The Vice President’s term of office shall be for two years and until a successor is chosen and qualifies.

Section 3. Secretary

The Secretary or his/her appointee shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. He/she may sign with the President all contracts authorized by the Board of Directors in the name of the Foundation and shall affix the seal of the Foundation thereto. He/she shall have charge of all such books and papers as the Board of Directors shall direct, all of which shall be open to the examination of any Director. The Secretary’s term of office shall be for two years and until a successor is chosen and qualifies.

Section 4. Treasurer

The Treasurer shall review the fiscal affairs of the Foundation and serve as the Chair of the Budget, Audit, and Allocation Committee. He/she shall review all disbursements made by the Foundation. He/she shall render to the Board of Directors an account of the actions taken by the Budget, Audit & Allocation Committee. The Treasurer’s term of office shall be for two years and until a successor is chosen and qualifies.

Section 5. Checks

Checks or drafts on the funds of the Foundation shall be signed by any two of the officers or Directors authorized to do so by the Board of Directors.

Section 6. Audit

The Budget, Audit & Allocation Committee shall arrange for an annual audit of the books of the Foundation.
Section 7. Bond

Each officer who is authorized to collect, hold, or disburse funds of the Foundation shall be bonded for the faithful discharge of his or her duties, the adequacy of which shall be determined by the Executive Committee. The Foundation shall pay for the bonds.

Section 8. Absence or Incapacity of Officers

In the event of absence, inability, or refusal to act of any of the officers of this Foundation, the Board of Directors may appoint any person to perform his or their respective duties.

Section 9. University of West Florida Resources

The University President or his designee shall have the following powers and duties:

1. Monitor and control the use of University resources by the Foundation.
2. Establish fundraising priorities that are consistent with the University’s Mission and ensure coordination of fundraising activities among all foundations.
3. Control the use of the University name by the Foundation.
4. Monitor compliance of the Foundation with federal and state laws.
5. Recommend to the Foundation’s Board an annual budget.
6. Review and approve quarterly expenditure plans.
7. Approve contributions of funds or supplements to support Intercollegiate Athletics.

Section 10. Employees

Any person employed by the University of West Florida Foundation, Inc., shall not be considered to be an employee of the State of Florida by virtue of such employment unless specific agreements have been executed by The University of West Florida Vice President for Administrative Affairs.
ARTICLE III

ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors shall be as follows unless otherwise determined by the President 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 IV

CHARTER MEMBERS

Section 1.

The Charter Members of the University of West Florida Foundation, Inc., shall include all members of the Board of Directors as of December 20, 1972, and the original group elected by the Board to Charter membership. No additions may be made to this group which has distinguished itself for its leadership, financial support, and the demonstrated character and achievements of its membership.
Section 2.

The Charter Members shall be eligible to serve on Committees established by the Board of Directors for the conduct of the affairs of the Foundation. They may be consulted individually or collectively by the President of The University of West Florida, President of the Foundation, or the Board of Directors upon important matters or policy relating to the purposes of the Foundation or the objectives of the University. They shall perform such other functions as the Board of Directors may from time to time designate.

ARTICLE V

UNIVERSITY OF WEST FLORIDA FOUNDATION FELLOWS

Section 1.

The persons constituting the University of West Florida Foundation Fellows shall be elected upon the nomination of the Board of Directors of the Foundation and confirmation by the President of The University of West Florida. Their number shall be limited only by the high standards to be used in their selection to assure that this honor be extended to persons of merit and distinction; provided, however, that not more than one-third shall be alumni of The University of West Florida.

Section 2.

The University of West Florida Foundation Fellows shall have no fixed duties but they may be consulted, individually or collectively, by the President of The University of West Florida, the President of the Foundation, or the Board of Directors upon important matters of policy related to the purposes of the Foundation or the objectives of the University.
Section 3.

The President of the Foundation and the President of The University of West Florida may at any time jointly call a special meeting of the Foundation Fellows for the purpose of obtaining their advice and counsel, but it shall not be mandatory to call any such meeting. The agenda for such meetings shall be prepared jointly by the President of the Foundation and the President of the University.

Section 4.

The President of The University of West Florida shall act as Chair of the University of West Florida Foundation Fellows, and in his or her absence, the Vice President for Development shall act as such Chair. The Secretary of the Foundation shall act as Secretary of all meetings of the Foundation Fellows, but in the event of his or her absence, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 5.

The University of West Florida Foundation Fellows may, subject to the Articles of Incorporation and these By-laws, organize in any manner they deem proper and best for the purpose of carrying out the duties imposed upon them under the Charter and By-laws of this Foundation. In addition to meetings called pursuant to Section 3 of this article, they may hold meetings at such times and places as they desire and shall at all times communicate their suggestions, advice and counsel to the Board of Directors and to the President of The University of West Florida. Any advice and counsel given by the Foundation Fellows shall be duly considered by the Board of Directors and the President of the Foundation in determining any matters of policy or in the transaction of any business to which the advice and counsel pertains.
ARTICLE VI

APPROVED MAJOR ACTIVITIES

Approved major activities of the University of West Florida Foundation shall be determined and established by the Board of Directors. They may include, but are not limited to, a corporate support program, deferred giving program, capital gift program, and the annual fund program.

ARTICLE VII

SEAL

The seal of the Foundation shall be inscribed with the words "University of West Florida Foundation, Inc.", the figures "1965," and the words "Corporation Not For Profit."

ARTICLE VIII

AMENDMENTS

Section 1.

These by-laws may be altered, amended, rescinded, or repealed at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the Board.

Section 2.

The Articles of Incorporation of the Foundation may be altered or amended at any annual or special meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of the Board, subject to approval by the Secretary of State of the State of Florida as required by law. Written notice of any proposed amendment shall be mailed to each member of
the Board of Directors and shall be published in a University publication not less than fifteen (15) days prior to any meeting at which such proposed amendment is to be considered.

Revised: July, 2003

Adopted by UWF Foundation Board of Directors: September 26, 2003

Approved by UWF Trustees: May 21, 2004

Revised: June, 2005

Adopted by UWF Foundation Board of Directors: June 10, 2005

Approved by UWF Trustees: June 10, 2005

Revised and Adopted: December 8, 2005

Approved by UWF Board of Trustees: December 9, 2005