

## **Bylaws Update Advisory Committee/Board Amendment Options:**

### Option1:

Anticipated Revision of Article III, Section 9 (Advisory Committee). This revision accomplishes six (6) goals set during meetings of both the full Board and the Bylaws Committee, it: (i) change name of the body to Advisory Board; (ii) increase Board size; (iii) consolidate qualification language in subsection (a); consolidate purpose and scope language in subsection (b); (iv) articulate membership selection and service procedures and duration; (v) expressly articulate reciprocal eligibility for consecutive terms of service on Advisory and Foundation Boards; (vi) expressly disclaim any entitlement to rights and emoluments (e.g. game tickets, lodging, etc.). Additionally, this revision seeks to clarify scope and intent of authority delegated to the Advisory Board as a means of bolstering compliance with Section 1004.28, Florida Statutes (direct-support organizations) and other relevant statutes and regulations.

### **ARTICLE III** **STANDING COMMITTEES**

#### **Section 9. Advisory Board**

(a) The Advisory Board is a pool of individuals willing to actively engage their experiences, achievements, or business acumen to champion the mission of the Foundation. Prior Foundation affiliation or service is not a prerequisite of Advisory Board Membership. Retired corporate executives, major contributors, benefactors, selected Emeritus Board Members, and incumbent Foundation Board Members may serve on the Advisory Board. No person shall be permitted concurrent membership on the Advisory Board and either the Emeritus, Honorary, or Foundation Board.

There shall be no more than fourteen (14) Advisory Board Members. Advisory Board Members may each serve for a term of (4) years. Prospective Advisory Board Members shall be recommended, reviewed, and nominated by the Board Governance and Stewardship Committee, and voted upon by the full Board of Directors as provided in these Bylaws. Advisory Board Membership may be renewed upon a majority vote of a quorum of the Foundation Board Members at any annual meeting or other meeting called for such purpose.

(b) The Advisory Board shall enhance Foundation status and effectiveness for the benefit of the University. The Advisory Board will leverage the skill sets and networks of its

members to lend distinction to activities including, but not limited to, cultivating Board to dedicated goodwill ambassadors to further and facilitate Foundation fund-raising and friend-raising; ~~provideraising; provide~~ external feedback to the Foundation and the University; analyze and evaluate matters or single issue topics of interest to the Foundation Board, requiring special or objective examination over an extended period of time.

(c) Advisory Board Members will be listed on Board stationery and documents, as well as Board programs. Advisory Board Members shall have neither Board voting privileges, decision-making authority, nor fiduciary responsibilities. Advisory Board Members cannot hold office or be appointed to serve as chair of any committee. Their attendance at Foundation 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 Advisory Board Member associated with the member's attendance at any meeting of the full Board or Board Committee. There may be an exception where an Advisory Board Member will be invited to a meeting in order to leverage their expertise in a given area. Under these circumstances, the Executive Committee will approve certain expenses that are standard protocol for Board Directors. Advisory Board Members shall not be entitled to any other rights or emoluments of membership owed to any other director, including Emeritus and Honorary Directors.

## Option 2:

Blended Revision of Article III, Section 9 (Advisory Committee) and Article II, Section 7 (Honorary Board Members). This revision proposes a means of resolving duplication, redundancy, and overbreadth concerns raised in meetings of the Bylaws Committee and with the University's General Council. More specifically, it: (i) merges Section related to both the Advisory Committee and the Honorary Board; (ii) clarifies that the 'Advisory Board Member' is a category of like others currently in Article III (Membership); (iii) establishes 'Honorary Board Members' as a subset of Advisory Board Members; (iv) mitigates Foundation exposure to liability as a Public Postsecondary Education Direct-Support Organization (Section 1004.28, Florida Statutes); and (v) accomplishes the six (6) goals set during meetings of both the full Board and the Bylaws Committee enumerated in Option 1.<sup>1</sup>

## **ARTICLE II** **MEMBERSHIP**

### **Section . Advisory Board Members**

(a) The Advisory Board is a pool of individuals actively engaging their experiences, achievements, or business acumen to enhance Foundation status and effectiveness for the benefit of the University. Advisory Board Members champion the mission of the Foundation. Foundation affiliation or service is not a prerequisite of Advisory Board Membership; however incumbent Foundation Board Members may serve on the Advisory Board. No person shall be permitted concurrent Advisory, Honorary, Emeritus, or Foundation Board Membership.

(b) The Advisory Board will leverage the skill sets and networks of its members to lend distinction to activities, including, but not limited to, cultivating goodwill ambassadors to further and facilitate Foundation fund-raising and friend-raising; ~~provide external feedback to the Foundation and the University;~~University; analyze and evaluate matters or ~~single issues~~single-issue topics of interest to the Foundation Board, requiring special or objective examination over an extended period of time.

(i) The Advisory Board shall also include designated Honorary Members. Honorary Members are an affinity group of retired corporate executives,

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<sup>1</sup> Six (6) goals set during meetings of both the full Board and the Bylaws Committee: (i) change name of the body to Advisory Board; (ii) increase Board size; (iii) consolidate qualification language in subsection (a); consolidate purpose and scope language in subsection (b); (iv) articulate membership selection and service procedures and duration; (v) expressly articulate reciprocal eligibility for consecutive terms of serve on Advisory and Foundation Boards; (vi) expressly disclaim any entitlement to rights and emoluments (e.g. game tickets, lodging, etc.).

major contributors, benefactors, selected Emeritus Board Members. They are dedicated goodwill ambassadors of Foundation and University initiatives. Honorary Board Members may participate in discussions of both the full Board and Board Committees.

(c) [There shall be no more than fourteen \(14\)](#) Advisory

Board Members, not including designated Honorary Members. All Advisory Board Members may each serve for a term of (4) years. All prospective Advisory Board Members shall be recommended, reviewed, and nominated by the Board Governance and Stewardship Committee, and voted upon by the full Board of Directors as provided in these Bylaws. All Advisory Board Membership may be renewed upon a majority vote of a quorum of the Foundation Board Members at any annual meeting or other meeting called for such purpose. Advisory Board Members shall also be eligible for nomination to either the Emeritus Board or the Board of Directors as provided for in these Bylaws.

(d) Advisory Board Members will be listed on Board stationery and documents, as well as Board programs. Advisory Board Members shall have neither Board voting privileges, decision-making authority, nor fiduciary responsibilities. Advisory Board Member attendance at Foundation Board meetings will not be required. The Foundation shall not be responsible for scheduling, reimbursing, or otherwise paying for expenses associated with any Advisory Board meeting or<sup>f</sup> activity. In no event shall the Foundation be responsible for scheduling, reimbursing, or paying for any travel expenses or accommodations of an Advisory Board Member associated with the member's attendance at any meeting of the full Board or Board Committee.- [There may be an exception where an Advisory Board Member will be invited to a meeting in order to leverage their expertise in a given area. Under these circumstances, the Executive Committee will approve certain expenses that are standard protocol for Board Directors.](#) Advisory Board Members shall not be entitled to any other rights or emoluments of membership owed to any other director, including Emeritus Members.