

University of Central Florida Board of Trustees

Tenth Amended and Restated Bylaws

Effective July 1, 2021

Table of Contents

Article I	Statement of Purpose
Article II	The Board
2.1	Corporate Name
2.2	Composition
2.3	Powers and Duties of the Board
2.4	Corporate Seal
Article III	The Trustees
3.1	Term of Office
3.2	Vacancies
3.3	Compensation
Article IV	Officers of the Board
4.1	Officers
4.2	Selection
4.3	Chair
4.4	Vice Chair
4.5	Vacancy of Officer
4.6	Corporate Secretary
4.7	Associate Corporate Secretary
Article V	President
5.1	Duties of the President
Article VI	Committees
6.1	Committees
6.2	Standing Committees
6.3	Executive Committee
6.4	Ad-hoc Committees
6.5	Related Entities
Article VII	Meetings
7.1	Committee Meetings
7.2	Regular Meetings
7.3	Special Meetings
7.4	Emergency Meetings
7.5	Agenda
7.6	Consent Agenda
7.7	Appearance before Board
7.8	Quorum
7.9	Rules of Procedure
Article VIII	Miscellaneous
8.1	Conflict of Interest Policy
8.2	Indemnification
8.3	Limitation of Liability
8.4	Amendments
8.5	Suspension of Bylaws
8.6	Proxies

ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and regulations and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the *University of Central Florida Board of Trustees*, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the *Board*.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, including six (6) citizen members appointed by the governor and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate of the State of Florida. The president of the student body and chair of the faculty senate also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university's operation and management, performance, fiscal accountability, and compliance with federal and state laws and regulations of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by these bylaws, its operating procedures, by regulations and policies of the Board of Governors, or by law.

The Board may adopt rules, regulations, resolutions, and policies consistent with the university mission, with law, and with the regulations and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation and the university. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:



ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law. The president of the student body and chair of the faculty senate shall serve for terms corresponding to the terms of their respective elected offices.

In the event a trustee is not immediately reappointed or replaced by the governing authority upon the expiration of the trustee's term, the trustee shall continue to serve on the Board and any committees until they are reappointed or their replacement is appointed.

Section 3.2 VACANCIES – Vacancies shall be filled by the appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its Chair and Vice Chair from the appointed members and upon recommendation of the Governance Committee, at its last regular meeting of the fiscal year ending June 30. The Chair shall serve for two years beginning July 1 and may be reelected for one additional consecutive two-year term, except that for each additional consecutive term beyond two terms, by a two-thirds vote, the Board may reelect the Chair for additional consecutive two-year terms.

Section 4.3 CHAIR – The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The Chair shall notify the Governor or the Board of Governors, as applicable, in writing, whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable. The Chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the Vice Chair is to act as chair when the Chair is not present.

Section 4.5 VACANCY OF OFFICER – A vacancy in the Chair or Vice Chair position shall be deemed to occur upon the death, resignation, or removal of the incumbent. Resignation occurs upon the incumbent's acknowledgement in writing that they intend not to perform, or will be unable to perform, the material duties of the position. The Corporate Secretary or designee shall

notify the Board upon the occurrence of a vacancy. A vacancy of the Chair or Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation of the Governance Committee. The trustee filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the remainder of the term for which they filled, and election or reelection shall take place at the Board's June meeting

Section 4.6 CORPORATE SECRETARY – The university president shall serve as Corporate Secretary of the Board, and in that capacity shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the Chair, recording and maintaining detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, executing or attesting to all documents that have been executed by the Board, and serving as custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university's website within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes.

Section 4.7 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as Associate Corporate Secretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

Section 5.1 DUTIES OF THE PRESIDENT – The university president shall serve as the chief executive officer of the university. The university president shall be responsible for the operation of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, appointing staff liaisons for each board committee, and serving as the university's key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors and Board regulations and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee. The Chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each

committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties in consultation with the university president or designated administrative liaisons.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

- Academic Excellence and Student Success Committee
- Audit and Compliance Committee
- Budget and Finance Committee
- Facilities and Infrastructure Committee
- Governance Committee
- Strategic Partnerships and Advancement Committee

Section 6.3 EXECUTIVE COMMITTEE – The Executive Committee shall be comprised of the Board Chair, Vice Chair, and committee chairs. The Chair may appoint additional trustees to the committee. The Executive Committee shall be empowered to act on matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting. The Executive Committee may not take any of the following actions, for which only the board has the exclusive authority: appointment and dismissal of the president; approval of the president’s employment agreement; sale or other disposition of assets; incurrence of debt; approval of new facilities; election of chair and vice chair; approval of the annual capital and operations budgets; use of the institution’s credit line; conferral of degrees; creation or termination of degree programs; and amendment of the bylaws.

Section 6.4 AD HOC COMMITTEES – Ad-hoc committees shall be created by the Chair upon authority of the Board with such powers and duties and period of service as the Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the Chair and shall perform their duties in consultation with the university president. The Chair shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 RELATED ENTITIES – To allow for Board oversight the Chair shall appoint a trustee representative to the board of directors of each Related Entity. Each Related Entity, which includes Direct Support Organizations and Practice Plan Corporations, shall provide regular reports to a standing committee as assigned by the Chair.

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions.

Section 7.1 COMMITTEE MEETINGS – Each committee charter shall state how often the committee will meet.

Section 7.2 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the Chair, meetings may be held virtually or by teleconference.

Section 7.3 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Chair, the Corporate Secretary, or upon request of seven (7) trustees. The Corporate Secretary or designee shall send written notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the Chair, special meetings of the Board may be held virtually or by teleconference.

Section 7.4 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the Chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate Board action. No matter may be considered at any emergency meeting that was not included in the call of that meeting except by affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting.

Section 7.5 AGENDA – The President, in consultation with the Chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the Chair or committee chair, and include all matters of business or concern to the Board that have not been specifically delegated to the Chair or the university president. The Corporate Secretary or designee will provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, notice will be sent to all trustees acknowledging the update(s). A revised agenda will be issued if a new agenda item is added or if an agenda item is removed. The Board may also consider items not included in the published agenda.

Section 7.6 CONSENT AGENDA – The Chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.7 APPEARANCE BEFORE THE BOARD – Individuals, groups, or factions who wish to appear before the Board to comment on a subject pending before the Board must complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms are available on the Board's website and must be submitted to the Office of Board Relations at least twenty-four hours prior to commencement of the meeting at which comment is sought to be made. This also applies to meetings held virtually or by teleconference. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.8 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum for the conduct of business by a Board committee shall consist of a majority of the members then serving on the committee. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.9 RULES OF PROCEDURE – Except as modified by these bylaws or specific procedures and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMINIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney's fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

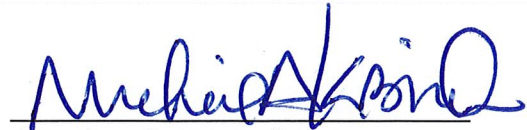
Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as a public instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the Corporate Secretary and a copy of the draft has been delivered electronically or by mail to each trustee at least seven (7) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on June 17, 2021.

A handwritten signature in blue ink, appearing to read "Mehdi Akbari", written over a horizontal line.

Associate Corporate Secretary

History: New 1-23-03. Amended 11-20-04, 1-17-08, 9-17-09, 1-27-11, 9-26-13, 5-31-16, 9-15-16, 9-19-19, 10-22-20, 6-17-21.