

Bylaws of UWF Board of Trustees

Revision Adopted 2/25/05

Revision Adopted 9/18/09

ARTICLE I ORGANIZATION

The Corporation

The University of West Florida Board of Trustees ("Board of Trustees" or "Board") is established as a body corporate, with all powers of a body corporate as provided by Florida law. The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), for purposes of sovereign immunity. The Board shall perform all duties prescribed by the Board of Governors, applicable law and rules.

Membership

The Board of Trustees is composed of thirteen persons, six members appointed by the governor of the State of Florida, five members appointed by the Board of Governors, the president of the University of West Florida Student Government Association ("UWF SGA"), and the president of the University of West Florida Faculty Senate.

Board of Trustees members who are appointed by the governor and the Board of Governors shall be appointed for staggered five-year terms. The president of the University of West Florida Student Government Association will serve for as long as he or she is president of the UWF SGA, and the president of the Faculty Senate usually shall serve for as long as he or she remains president.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Powers and Duties of Officers

The officers of the Board of Trustees are the chair, vice-chair, executive officer and corporate secretary. The chair and vice-chair shall be selected by the Board of Trustees at its first regular meeting

after January 7, 2003 and shall serve for a two-year term to begin immediately upon selection. Thereafter, the Board of Trustees shall select the chair and vice chair at the last regularly scheduled meeting of the calendar year for a two-year term to begin January 1. The chair and vice-chair shall be eligible for reselection for one consecutive term, after which they may not be an officer for two years before being eligible for selection again.

The university president shall serve as executive officer and corporate secretary of the Board of Trustees.

Chair/vice chair

The chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, attest to actions of the Board and appoint trustees to standing and ad hoc committees. The vice-chair shall act as chair during the absence or disability of the chair.

Executive Officer/Corporate Secretary

The university president, as executive officer and corporate secretary, shall be responsible to the Board for all operations of the university and for setting the agenda for meetings of the Board in consultation with the chair.

As executive officer, the university president shall serve as the principle liaison officer and official contact between the Board and the faculty, staff and students of the university. The university president shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the university and in managing and directing its affairs. The university president may issue directives and executive orders not in contravention of existing Board policies. The university president shall be responsible for all educational, financial, business and administrative functions of the university consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board of Trustees, the Board of Governors and Florida statute.

As corporate secretary, the university president shall be responsible for noticing meetings of the Board and its committees, setting the agenda and compiling supporting documents for meetings of the Board, recording and maintaining the minutes of any Board or committee meeting, including a record of votes cast, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The university president may designate an individual to serve as deputy corporate secretary to the Board.

ARTICLE II MEETINGS

Regular meetings — The Board will meet no fewer than four times per fiscal year, at a time and place designated by the chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings, unless exempt from the open meetings law. The schedule of meetings is available on the University of West Florida website at <http://www.uwf.edu/trustees>.

Special Meetings — The Board may meet in special meetings, including hearings and workshops, at a time and place designated by the chair.

Emergency Meetings — An emergency meeting of the Board may be called by the chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the chair will notify the corporate secretary. The corporate secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. In addition, notice will be given to the public. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board and to the public.

Notice of Meetings — Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less

than seven days before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled to be held, the corporate secretary will post a notice at the university library and at <http://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting.

Closed Sessions — As provided by law, the Board may conduct closed sessions when it meets to consider or discuss such matters as pending litigation with the Board attorney, collective bargaining, evaluations of claims filed with a risk management program, or challenges to the content of student records or reports. The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed for the Board and the university in preparation for, and during, collective bargaining negotiations shall be exempt from disclosure.

Meetings by Means of Telephone Conference Calls and other Communications Media Technology

- a. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.
- b. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting.

Quorum — Nine (9) members of the Board must be in attendance to constitute a quorum for the transaction of business.

Voting — A majority vote of the full Board is required for appointing and removing the president. On all other matters, a majority of voting members is required for approval. A trustee may abstain from voting only under those circumstances proscribed by law. Voting by proxy or by mail shall not be permitted.

Parliamentary rules — Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

Agenda

The agenda for each meeting of the Board shall be prepared by the university president or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the university president sufficiently far in advance of the meeting to permit a determination to be made by the university president with respect to the propriety and practicability of including that item on the agenda for the meeting. The university president will assemble the items received, with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least three days prior to the meeting.

Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the corporate secretary or designee, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board of Trustees and to other places where deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the university records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

ARTICLE III COMMITTEES

Trustees appointed to committees shall serve at the pleasure of the board chair.

The Executive Committee shall have six (6) members, 5 of whom shall be voting trustees, except for the president of the university, who shall be ex-officio without vote and not counted as part of a quorum for the purpose of transacting business. The chair and vice chair of the board of trustees, the chair of the Finance, Administration and Audit Committee, and the chair of the Academic and Student Affairs Committee shall be members. In addition, one trustee/ shall be appointed by the Board chair at the annual meeting in the month

of _____ or upon vacancy to serve at-large on the executive committee.

The purpose of the executive committee is twofold: to conserve time, it shall serve at the pleasure of the board as the board's agent in helping the president to address routine business between regular board meetings; and it shall assist the chair and the university president in their joint responsibility to help the board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing the quality of committee work. The executive committee shall have authority to act for the board of trustees on all matters except for the following, which shall be reserved for the board: presidential selection and termination; trustee and board officer selection; changes in institutional mission and purposes; changes to the bylaws; incurring of corporate indebtedness; and adoption of the annual budget. These bylaws or other board policy may reserve other powers for the Board of Trustees. In addition to its authority to take action on emergency matters that cannot or should not be deferred to the next scheduled meeting of the board, the executive committee shall oversee the work of other board committees, the university's planning process or progress on planning goals, and the board's responsibility to support the president and assess his or her performance, and it shall review annually the university president's compensation and conditions of employment. The executive committee will also be responsible for professional board development and recruitment of potential Board members.

The executive committee shall meet as often as necessary to conduct its business as determined by the chair and university president, and it shall ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the board of trustees at its next regular meeting. A majority of voting trustee executive committee members three (3) shall constitute a quorum.

The Board of Trustees may establish such other committees as deemed necessary for the orderly conduct of the business of the Board. The chair will serve as an ex-officio member of the following committees established by the Board of Trustees: Finance, Administration and Audit Committee; and the Academic and Student Affairs Committee.

**ARTICLE IV
AMENDMENT OR SUSPENSION OF BYLAWS**

The Bylaws may be altered, amended or repealed by a majority vote of all members of the Board at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice. 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 nine (9) members of the Board.

**ARTICLE V
APPEARANCES BEFORE THE BOARD**

Individuals or group representatives who desire to appear before the Board to initiate a subject within the Board's jurisdiction may submit their requests to the university president, as corporate secretary, at 11000 University Parkway, Pensacola, Florida 32514, for the matter to be included in the agenda. The university president, in consultation with the chair, will determine whether the item will be heard and when the item will be heard. The Board may place time limits on any presentation or decline to hear any matter.

The chair may recognize any individual or representative of groups to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

**ARTICLE VI
CODE OF ETHICS**

Code of Ethics — Conflict of Interest

Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall

adopt a written ethics policy that will be reviewed periodically and revised as necessary.

ARTICLE VII MISCELLANEOUS PROVISIONS

Indemnification

The board shall, to the extent legally permissible, indemnify and defend each of its trustees, officers, employees, volunteers and other agents against all liabilities and expenses incurred in the connection with the disposition or defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of university service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of the president or the president's designee.

Fiscal Year

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

Sunshine Laws

Public access to Board records is governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings are governed by the provisions of the Open Meetings Law in Chapter 286, F.S.

Corporate Seal

The corporation shall have a seal on which shall be inscribed "The University of West Florida Board of Trustees."

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