

AMENDED BYLAWS OF  
THE RATTLER BOOSTERS, INC.

ARTICLE 1  
PURPOSE AND OBJECTIVE

1.01 **Purpose.** The corporation shall have such purposes as may be stated in its Articles of Incorporation and these Bylaws, which constitute the code of rules adopted by The Rattler Boosters, Inc., for the regulation and management of its affairs.

1.02 **Objective.** The objective of the Corporation is to be a fundraising organization of Florida A&M University, serving as a Direct Support Organization for Florida A&M University, for the purposes of making contributions to the Florida A&M University athletic program to promote the education, health, and physical welfare of student-athletes of the University.

1.03 **Exercise of Authority.** The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation, or the enjoyment and exercise of powers as conferred by the laws of the State of Florida and the United States of America.

ARTICLE 2  
OFFICES AND AGENCY

2.01 **Principal and Branch Offices.** The principal place of business of the Corporation shall be located at Tallahassee, Florida, and the Corporation may maintain other offices, either within or without the State of Florida, as its business requires.

ARTICLE 3  
MEMBERSHIP

3.01 **Definition of Membership.** The membership of the Corporation shall consist of those persons making an individual financial contribution to the Corporation as hereinafter provided and agreeing to be bound by the Articles of Incorporation, the Bylaws, and the rules and regulations of the

Florida A&M University Board of Trustees, the National Collegiate Athletic Association (NCAA) and as the Board of Directors may from time-to-time adopt.

3.02 **Financial Contributions.** The annual financial contributions payable to the Corporation by members shall be in such amounts as may be established by the Corporation, which shall be payable and submitted in full with the application for membership, unless an installment payment arrangement is established in which 50% thereof shall be paid by April 1, and the balance paid in full by August 1.

3.03 **Meetings of Members.** The annual meeting of the members shall be held on the Saturday morning immediately preceding the annual homecoming football game of the University in Tallahassee, Florida. A special meeting of the members may be called by a majority of the Board of Directors with the location and the reason therefor being specified in the call, providing at least ten (10) days notice by mail.

3.04 **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual or special meeting of the members of the Corporation. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be in Tallahassee, Florida.

3.05 **Voting Rights.** The members shall elect the regular members of the Board of Directors as outlined in paragraphs 5.02 and 7.01(b) hereof. Each member is entitled to one vote, whether individual or entity, and there shall be no voting by proxy. A corporate body or other entity shall designate in writing the individual entitled to vote on its behalf.

3.06 **Property Rights.** No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor shall any such property or assets be distributed to any member, on the dissolution or winding up thereof.

3.07 **Liability of Members.** No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment therefor.

ARTICLE 4  
MANAGEMENT

4.01 General Powers. The management of the business and affairs of the Corporation shall be vested in a Board of Directors selected from the membership, as provided in the Bylaws.

4.02 Specific Powers. The specific powers of the Board of Directors shall be those granted to the Board of Directors by the Articles of Incorporation, the Internal Management Memorandum established for Direct Support Organizations by the Florida A & M University Board of Trustees, the applicable Florida Statutes and the Bylaws, and the Corporation shall comply with all applicable laws, regulations, and other rules of the University and its Board of Trustees that apply to University direct support organizations.

4.04 University Oversight. The President of the University shall exercise oversight of the Corporation in accordance with the aforesaid Internal Management Memorandum, which is incorporated herein.

ARTICLE 5  
BOARD OF DIRECTORS

5.01 Number of Directors. The authorized number of directors shall be no less than seven (7) nor more than fifty (50), including Ex-Officio members named herein, as determined from time-to-time by the Board, and the remaining members shall be regular members elected in accordance hereof. All members of the Board of Directors shall comply with the Articles of Incorporation and Bylaws of the Corporation, the rules and regulations of the Florida A & M University Board of Trustees, the National Collegiate Athletic Association and as the Board of Directors may from time-to-time adopt, and shall be an annual purchaser of at least one (1) season ticket in all sports that market season tickets and at least a member of the Fang Club of the Corporation..

5.02 Election of Regular Board Members. There shall be an annual meeting on the Saturday morning before the football Homecoming game for the purpose of electing regular members

of the Board of Directors, committee members, and officers of the Corporation whose terms will begin on the first day of the next fiscal year, and for the purpose of conducting any other business that may come before the Board. Nominations for regular board membership shall be by the Nominating Committee appointed by the Board of Directors based on the number of directors to be elected for terminating seats, as outlined in Section 7.01(b) hereof. Election shall be by majority vote of the then current membership of the Corporation, "majority" being defined as fifty percent (50%) plus one vote of the members voting. In the event no candidate receives a majority of the votes cast for a seat, the candidates receiving the highest vote totals will be deemed elected for the number of seats to be filled.

5.03 **Term of Office.** Unless elected to fill an unexpired term in which case he or she shall serve for the remainder thereof, each regular member of the Board of Directors shall be elected for a term of three (3) years, commencing on the first day of the fiscal year of the Corporation immediately following the annual meeting of the Board of Directors at which he or she is elected. The Board of Directors may modify the terms of regular members who are in office at the time of any change in the Corporation's fiscal year, to accommodate the change, eventhough the modification may result in a regular member serving less than or more than the term for which he or she was originally elected. No persons, other than Ex-Officio members whose terms are subject to appointment as outlined in the Bylaws, shall serve on the Board of Directors for more than two (2) consecutive terms. After a regular member has been off of the Board of Directors for a period of one (1) term, he or she is then eligible for reelection or reappointment to the Board of Directors.

5.04 **Removal of Directors.** A member of the Board of Directors, except an Ex-Officio member, shall be removed if he or she fails to attend two (2) meetings during any fiscal year and may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled, if necessary, in accordance with Section 5.05 hereof. An Ex-Officio member may be removed only by its representative to the Board of Directors.

5.05 Replacement of Directors. Whenever a vacancy shall occur on the Board of Directors, the seat of a regular member shall remain vacate until the next election as long as the number of directors does not fall below seven (7) members. If the number of directors falls below seven (7) members, the vacancy shall be filled by a majority vote of the remaining directors at a regular or special meeting of the Board of Directors called therefor. Any person elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated, and shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

5.06 Compensation. The Corporation may pay a reasonable compensation to members, officers, or directors for professional, consultative or other special services rendered, with authorization granted prior to rendition of services. Any person employed or receiving compensation from the Corporation shall not be considered to be an employee of the State of Florida by virtue of such employment or compensation.

5.07 Meetings. There shall be designated meetings of the Board of Directors on an annual basis, as follows: Weekend of Basketball Homecoming game(Retreat); Spring Meeting during the weekend of the Spring Football game or Graduation; and Weekend of Football Homecoming game.

(a) Meetings shall be held at such place or places as the Board of Directors may from time-to-time by resolution designate, or in the absence of such designation, at the principal office of the Corporation.

(b) Regular meetings shall be held as prescribed by the Bylaws and the Board of Directors, and notice of such meetings shall be signed by the corporate secretary and mailed to each director at the address last recorded on the books of the Corporation, not less than 5 days prior to the date thereof; provided, however, that this requirement may be waived by resolution of the Board of Directors.

(c) The President may, as deemed necessary and appropriate, and the Secretary shall, if so requested in writing by two-thirds (2/3) vote of the members of the Board of Directors, call a

special meeting of the board. In such event five (5) days written notice to each director shall be deemed sufficient, in accordance with the procedure established in paragraph (b) hereof.

(d) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the directors are present at any meeting, a majority of the directors present may vote to deem a quorum among the number present and proceed to transact business.

(e) Except as may otherwise be provided in the By-laws, or in the Articles of Incorporation of the Corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(f) All meetings of the Board of Directors shall be governed by Robert's Rule of Order, including such revisions thereof as many from time-to-time be published, except insofar as such rules are inconsistent with the Bylaws, the Articles of Incorporation, or with applicable law.

(g) All members of the Board of Directors shall have the right to vote on all matters coming before the Board, and the member must be present at the meeting in order to cast a vote on any matter brought before the Board for a vote, as voting by proxy or absentee ballot shall not be allowed. A majority vote consists of 50% plus one vote of the votes cast at a meeting.

(h) The Board of Directors may permit directors to participate in regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(i) A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action unless the director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting the business specified at the meeting, or votes against or abstains from the action taken.

(j) A meeting of the Board of Directors may be adjourned by a majority of the members

present to reconvene at a specific time and place, and it shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting, any business may be transacted which could have transacted at the meeting which was adjourned.

5.08 **Action Without Meeting.** No meeting need be held by the Board of Directors to take any action permitted to be taken by law without a meeting, provided all board members shall individually or collectively consent in writing to such action and such written consent is filed with the minutes of the proceedings of the Board of Directors. Action by written consent shall have the same force and effect as action by unanimous vote of the Board of Directors. Any certificate, notice or other document filed under any provision of law, which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorized the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

5.09 **Liability of Directors.** The directors of the Corporation shall not be personally liable for its debts, liabilities or other obligations.

5.10 **Ex-Officio Members.** The following persons shall be the Ex-Officio members of the Board of Directors:

The Chairperson of the Florida A & M University Board of Trustees or his/her designee;

The President of Florida A & M University or his/her designee;

The Chairperson of the Florida A & M University Athletic Board;

The Athletic Director of Florida A & M University or his/her designee;

The Chairperson of the Board of Directors of the Florida A & M University Foundation or his/her designee;

The Chairperson of the Florida A & M University Alumni Association or his/her designee;

The President of the Varsity "F" Club or his/her designee;

The immediate past Chairperson of the Board of Directors of Rattlers Boosters, Inc.; and  
The President of the Student Rattler Boosters or his/her designee.

## ARTICLE 6 OFFICERS

6.01 **Designation of Officers.** The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer and such other officers the Board of Directors may elect or appoint, including one or more assistant secretaries or assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

6.02 **Election and Term of Office.** The officers of the Corporation shall be elected or appointed for a one-year term by the Board of Directors at the football Homecoming game annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient not to extend beyond the calendar year. New offices may be created and filled at any meeting of the Board of Directors, and each officer shall hold office until his successor shall have been qualified and duly elected.

6.03 **Removal of Officers.** Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the full Board of Directors whenever in its judgment the interests of the Corporation would be thereby best served, and such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

6.04 **Replacement of Officers.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

6.05 **President.** The President of the Corporation shall exercise general supervision and control over all activities of the Corporation. He or she shall preside over all meetings of members and be present at all board meetings. He or she shall execute with the Secretary or other officer duly



authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by the Bylaws or by law to some other officer or agent of the Corporation, and in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

6.06 Vice --President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall perform such additional duties as may from time to time be assigned by the President or by the Board of Directors.

6.07 Treasurer. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation; deposit all such money in the name of the Corporation in such bank or other depository as shall be selected by the Board of Directors; in general perform all duties incident to the Office of Treasurer; and perform such other duties as may from time-to-time be assigned by the President or by the Board of Directors. The Treasurer and Board of Directors may delegate the day-to-day functions hereof to the Executive Director of the Corporation.

6.08 Secretary. The Secretary shall keep the minutes of meetings of members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, keep a membership book containing the names and addresses of all members and directors of the Corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; exhibit to any director of the Corporation, or to

his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, the Bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting, and the other records of the Corporation. The Secretary and the Board of Directors may delegate the day-to-day functions hereof to the Executive Director of the Corporation.

6.09 **Executive Director.** The Board of Directors shall have the authority to appoint and employ an executive director to manage the daily affairs of the Corporation, upon majority vote of the full Board of Directors, subject to supervision of the Board of Directors. The Executive Director of the Corporation shall report to the University President, or his or her designee, University Athletic Director, or his or her designee and the Board of Directors. He may execute with the Secretary or other officer duly authorized by the Board of Directors any contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by the Bylaws, or by law to some other officer or agent of the Corporation, and in general perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors. Moreover, the Executive Director shall be a nonvoting member of each standing committee where designated.

The Executive Director is expressly authorized to expend at his or her discretion or obligate the Corporation for expenditures in an annual amount to be determined by the Board of Directors and such expenditures shall be strictly limited on an aggregate annual basis and on an individual "per expenditure" basis. Such extraordinary or discretionary expenditures shall be for expenses other than routine or recurring expenses, which are defined as those expenses incurred during the normal day-to-day operation of the corporation, for example, rent, wages, contractual services, utilities, supplies, and equipment. Extraordinary or discretionary expenditures shall be defined as those unanticipated, nonrecurring expenditures appearing or occurring in the course of corporate activities which further the goals and purposes of the Corporation, for example, entertainment expenses, athletic recruitment and

miscellaneous disbursements to Florida A & M University in furtherance of its educational and athletic programs.

The Executive Director serves at the pleasure of the Board of Directors and may be removed by majority vote of the full Board of Directors whenever in its judgment the interests of the Corporation would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the Executive Director so removed.

## ARTICLE 7 COMMITTEES

7.01 **Standing Committees.** The following committees shall always be operative as part of the corporate management and with the following specific and prescribed authority of the Board of Directors to exercise in the management of the Corporation. The particular directors to serve from time-to-time thereon are to be designated and appointed by the Board of Directors in a resolution, which may otherwise add to the scope of such committees' authority, if legally permissible, but not subtract therefrom.

a) **Executive Committee.** There shall be an Executive Committee of the Board of Directors to implement the policies and directive of the Corporation, as established by the Board of Directors, and the Executive Committee shall have the authority to exercise such powers subject to the supervision and control of the Board, except that the Executive Committee shall have no power or authority to fill vacancies on the Board of Directors.

The Executive Committee may meet at such times as may be designated by the President of the Board of Directors or upon the written request of the Executive Director or any two (2) members of the Executive Committee, providing the purpose, time and place of the meeting, with at least 3 days notice thereof.

The Executive Committee shall not make or authorize any unbudgeted expenditure without the approval of the Board at a regularly scheduled meeting or special meeting called therefor, except

that the Executive Committee may make unbudgeted emergency expenditures if the committee, by a vote of a majority of the members in attendance at a meeting for which it is determined that the expenditure is necessary and approves the expenditure, and the full Board of Directors is given at least three (3) days written notice prior to the meeting of the Executive Committee at which the expenditure is approved describing the proposed expenditure in reasonable detail, specifying why immediate approval of the expenditure is necessary, and inviting each member of the Board to attend the meeting of the Executive Committee at which the expenditure will be considered. The Executive Committee may approve an unbudgeted emergency expenditure by written consent, without a meeting, if the full Board of Directors has given the Executive Committee authority to do so with respect to a specific type or amount of expenditure.

The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer of the Board of Directors, the Executive Director, the President of the University or his or her designee, the President of the Florida A & M University Board of Trustees or his or her designee, the Athletic Director of Florida A & M University or his or her designee, the Immediate Past President of the Board of Directors, and one regular member of the Board of Directors.

b) **Nominating Committee.** The Nominating Committee shall be composed of the President and Vice-President of the Board of Directors, the Executive Director, the University President or his or her designee and the Athletic Director or his or her designee. A member of the Nominating Committee shall not be a candidate for an office or shall not resign to become a candidate.

The Nominating Committee shall meet at least annually for the purpose of nominating officers and a candidate for each open position for regular members on the Board of Directors, and the office of President shall not be considered an open position unless the Vice-President does not desire to serve as President, in that the name of the Vice-President shall automatically be submitted as President.

No less than thirty (30) days prior to each election meeting of the Board of Directors, the Nominating Committee shall prepare and deliver by mail to all current members of the Corporation a

list or ballot of the proposed nominees of regular members of the Board. The notice shall contain biographical information for each candidate. The ballot shall provide space for write-in nominees, who may be nominated from the floor by any member of the Corporation in attendance at the regularly scheduled meeting for the election. The list or ballot shall serve as the official voting ballot for election of members of the Board. All ballots shall be confidential and shall be counted at the meeting by the Secretary and Treasurer of the Board of Directors and shall be available for review by any member.

c) **Financial Committee.** The Financial Committee shall review periodically the income and the expenditures and the proposed budgets of the Corporation, and shall be composed of the Treasurer, who shall be the chairperson of the committee, the Executive Director and two (2) members of the Board.

d) **Ways and Means Committee** shall determine the financial feasibility of corporate projects, acts, and undertakings referred to it by the Board of Directors and to make recommendations with appropriate documentation submitted to the Board concerning such matters to further accomplishment of the Corporation's purposes and objectives, and shall consist of at least four (4) members, one of whom shall be the Executive Director.

e) **The Bylaws Committee.** The Bylaws Committee shall review the Bylaws periodically to assure full compliance with all applicable laws and regulations. The committee shall be composed of the Corporation's legal adviser, the Executive Director and two (2) members of the Board of Directors.

f) **Membership Development Committee** shall be responsible for development of initiatives and programs to enhance membership and to promote the image of the Corporation, and such consist of at least four (4) members, one of whom shall be the Executive Director.

7.02 **Terms of Office.** Each member of the committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed, unless

such committee shall be sooner abolished, or unless such member be removed or ceased to qualify as a member thereof.

7.03 Committee Chairperson. One member of each committee shall be appointed committee chairperson by the person or persons authorized to appoint the members of the committee.

7.04 Committee Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

7.05 Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee.

7.06 Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with the Bylaws, and provided further that minutes of all proceedings shall be kept.

7.07 Meetings of Committees. The meetings of Committees shall be conducted in accordance with the applicable provisions of section 5.07 and 5.08 of the Bylaws.

## ARTICLE 8 DOCUMENTS AND ACCOUNTING

8.01 Execution of Documents. The Board of Directors may by resolution duly adopted, authorize the President, Secretary and/or Executive Director to enter into and execute deeds, notes, bonds, contracts, or other documents and instruments in the name of and on behalf of the Corporation and such authority must be in writing and executed by two (2) such officers.

8.02 Gifts and Dispositions. The Corporation may accept any contribution, gift, bequest, or devise of property for the general and specific charitable purposes of the Corporation, however, gifts and bequests restricted for a specific purpose must be administered by the Corporation in a way to insure that the funds are used solely for the purposes intended by the

donor.

8.03 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such bank or other depository as the Board of Directors may select.

8.04 Checks, Drafts, Orders for Payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such, officer or officers, agents or agents of the Corporation designated, and in such manner as the Board of Directors shall from time-to-time by resolution determine. In the absence of such determination, such instruments shall be signed by the President or Vice-President and countersigned by the Executive Director of the Corporation.

## ARTICLE 9 MISCELLANEOUS

9.01 Corporate Status. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and shall have the status of a Corporation which is exempt from federal income taxation under Section 501 (a) of the Code, as an organization described in Section 501 (c)(3) of the Code. The Bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly.

9.02 Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of all the meetings including meetings of committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any director or member, or the agent or attorney of either, or any proper person, at any reasonable time.

The Corporation shall allow public access to information in accordance with Section 1004.28(5), Florida Statutes, as may be amended, or any governing successor statute, while also

protecting the confidentiality of personal or financial information about donors, prospective donors, or volunteers in accordance with applicable federal and state law.

The Corporation shall annually prepare an audit and related financial documents in accordance with applicable laws and rules which shall be submitted to the University President, and the Florida A & M University Board of Trustees for approval within the required period after the new fiscal year begins.

9.03 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

9.04 Budget. The annual operating budget of the Corporation for each fiscal year shall be submitted to the President of the University and to the Florida A & M University Board of Trustees in accordance with the provisions of the aforesaid Internal Management Memorandum and shall contain the subject matter specified herein.

9.05 Notice of Meetings and Waiver of Notice. Written notice of the time and place of special meetings of the Board of Directors may be given by personal delivery, facsimile, electronic mail or United States mail, and depositing a letter in the mail, addressed to a director or member at his or her address as shown by the records of the Corporation, shall be deemed sufficient for the giving of notice. Notice need not be given to any director or member who signs a waiver of notice before, during, or after the meeting or event. Attendance of or compliance by a director or member at the meeting or compliance with an obligation constitutes a waiver of notice thereof and waiver of all objections thereto, except when the director or member attends the meeting, event or complies with the call for the express purpose of objecting to the transaction of business because of illegality or impropriety. Neither the business to be transacted nor the purpose of any annual, regular or special meeting or the Board of Directors be specified in the notice or waiver of notice of that meeting unless otherwise required by the Bylaws.

9.06 Notice By Mail. Any action or notice requiring notice by mail may be given by



facsimile, electronic mail or United States mail, and delivery thereof addressed to a director or member at the facsimile, electronic mail or postal address as shown by the records of the Corporation shall be deemed sufficient for the giving of notice.

9.07 **Use of University Resources.** The President of Florida A & M University shall monitor and control the use of University resources as well as the use of the University's name by the Corporation. The University President shall also have the power and duties to: 1) monitor compliance with state and federal laws and rules of the Florida A & M University Board of Trustees; 2) recommend to the Florida A & M University Board of Trustees an annual budget for the Corporation which has been approved by the Board of Directors and recommended to the University President for the approval of the Florida A & M University Board of Trustees; 3) review and approve expenditure plans that separately delineate planned actions which will result in a commitment of University resources or which represents a significant commitment of the Corporation's resources; and 4) shall approve all supplemental compensation to be paid to University employees by the Corporation, but determination of compensation of athletic personnel from the Corporation's assets may be made at the discretion of the University President or Athletic Director.

9.08 **Conflict of Authority.** In any instance in which the Bylaws may conflict with the policies, provisions or requirements of the aforesaid Internal Management Memorandum of the Florida A & M University Board of Trustees, the Internal Management Memorandum shall prevail.

9.09 **Equal Employment Opportunity.** The Corporation shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, age, or national origin.

## ARTICLE 10 AMENDMENTS

10.01 **Power to Amend Bylaws.** The Bylaws of the Corporation may be amended, repealed, or altered, or new Bylaws may be adopted by approval of two-thirds (2/3) vote of the members of the Board of Director entitled to vote at a regular or special meeting duly

called for that purpose according, or by the unanimous, written consent of the full Board of Directors, effected in accordance with the applicable Florida Statutes, governing actions by the Board of Directors of a not-for-profit corporation without a meeting. Written notice of any meeting at which an amendment, alteration, or repeal of the Bylaws or the adoption of new Bylaws is to be considered shall be given at least five (5) days before the meeting and shall specify in general the nature of the amendment(s) or new bylaw(s) to be considered. Said amendment(s) must be submitted to the University President for submission to the Florida A & M University Board of Trustees and approved by the Florida A & M University Board of Trustees prior to implementation.

**ADOPTION OF AMENDED BYLAWS**

IN WITNESS WHEREOF the Board of Directors by resolution have adopted these Bylaws on this 12<sup>th</sup>, day of April, 2008, at Tallahassee, Leon County, Florida.

Elaine Bryant  
President

\_\_\_\_\_  
Secretary

**STATE OF FLORIDA  
COUNTY OF LEON**

**THE FOREGOING INSTRUMENT** was acknowledged before me this 12<sup>th</sup>, day of May, 2008, by Elaine Bryant, as President of the Board of Directors, and ~~Ephraim Riggins~~, as AGC Secretary of the Board of Directors, () who ~~is~~<sup>is</sup> personally known to me or ( ) who have produced \_\_\_\_\_ as identification.

My commission expires:



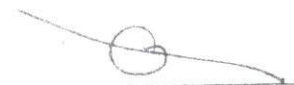
**A. BRYANT-WILLIS**  
Commission DD 691168  
Expires July 2, 2011  
Bonded Thru Troy Fain Insurance 800-385-7019

A. Bryant-Willis  
Notary Public-State Of Florida

called for that purpose according, or by the unanimous, written consent of the full Board of Directors, effected in accordance with the applicable Florida Statutes, governing actions by the Board of Directors of a not-for-profit corporation without a meeting. Written notice of any meeting at which an amendment, alteration, or repeal of the Bylaws or the adoption of new Bylaws is to be considered shall be given at least five (5) days before the meeting and shall specify in general the nature of the amendment(s) or new bylaw(s) to be considered. Said amendment(s) must be submitted to the University President for submission to the Florida A & M University Board of Trustees and approved by the Florida A & M University Board of Trustees prior to implementation.

**ADOPTION OF AMENDED BYLAWS**

IN WITNESS WHEREOF the Board of Directors by resolution have adopted these Bylaws on this 12<sup>th</sup>, day of April, 2008, at Tallahassee, Leon County, Florida.


  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

STATE OF FLORIDA  
COUNTY OF LEON

~~April~~ <sup>May</sup> THE FOREGOING INSTRUMENT was acknowledged before me this 8<sup>th</sup>, day of ~~April~~, 2008, by ~~Elaine Bryant, as President of the Board of Directors~~, and Ephraim Riggins, as Secretary of the Board of Directors, ( ) who are personally known to me or (X) who have produced FLDL as identification.

My commission expires:

  
\_\_\_\_\_  
Notary Public, State Of Florida

