

**BYLAWS OF THE  
FLORIDA STATE UNIVERSITY ATHLETIC ASSOCIATION, INC.**

**ARTICLE I  
NAME AND PURPOSE**

The name of this Corporation shall be the Florida State University Athletics Association, Inc. ("FSUAA"). The FSUAA shall serve as a Direct Support Organization of the Florida State University ("University") within the definition of Section 1004.28, Florida Statutes, as set forth in the FSUAA Articles of Incorporation.

The purpose of this corporation is to administer varsity collegiate athletics for and on behalf of Florida State University, including oversight, governance, and coordination between the Department of Intercollegiate Athletics and Seminole Boosters, Inc.

**ARTICLE II  
MEMBERSHIP**

The membership of the FSUAA shall consist of persons who are interested in the economic and educational mission of the Corporation. The following individuals shall serve as directors of FSUAA:

- A. The University President;
- B. The University Faculty Athletics Representative;
- C. A member of the University Board of Trustees appointed by the Chair of the University Board of Trustees;
- D. The Chair of Seminole Boosters, Inc., or its designee; and
- E. A member of the University faculty or administration, appointed by the University President, who does not directly report to the University President. This appointee shall serve a two (2) year term, subject to reappointment by the University President.

**ARTICLE III  
BOARD OF DIRECTORS**

- A. The University President shall serve as Chair of the Board of Directors.
- B. The Board of Directors shall have the following duties:
  - 1. To discharge faithfully all the duties imposed upon it by the FSUAA Articles of Incorporation and to see that all other provisions of the Articles are properly executed;
  - 2. To meet upon the call of the Chair or any three (3) members of the Board of Directors;
  - 3. To select banks or other depositories for the deposit of the funds and securities of the FSUAA, and to conduct its financial affairs in conformity with the policies and procedures adopted by the Board of Directors;

4. To engage a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated management letter, for each fiscal year consistent with University policy on auditor selection and rotation. The firm's engagement letter shall provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board of Directors. Thereafter, the audit report and management's responses shall be sent to the University President or the President's designee for review not later than the end of the third month following the close of the FSUAA's fiscal year.
  5. To review and approve expenditure plans. The expenditure plans shall separately delineate planned actions which may result in a commitment of University resources or the resources of this Corporation.
- C. A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors or Committees thereof, and all questions shall be determined by a majority affirmative vote of the members of the Board of Directors, at least two of whom must be full-time administrative or faculty employees of the University.
  - D. The Chair shall preside at meetings of the Board of Directors. In the absence of the Chair at any meeting, the Chair may appoint any Director to preside.
  - E. Meetings may be conducted by conference telephone or similar communications equipment provided all persons participating in such meetings are able to communicate with each other.
  - F. Proxies, whether general or special, shall not be accepted for any purpose in the meetings of the Board of Directors or Committees thereof.
  - G. Meetings of the Board of Directors or any Committee shall comply with the requirements of Florida Law, including laws governing public meetings, and shall provide for public comment.

#### **ARTICLE IV CHAIR OF THE BOARD OF DIRECTORS**

The Chair of the Board of Directors shall have the following duties:

- A. The University President, in consultation with the Board of Directors, shall appoint the University Athletic Director and designate the Athletic Director as the Chief Executive Officer of this Corporation. The Chief Executive Officer shall report to the University President and to the Board of Directors. The Chief Executive Officer shall attend all meetings of the Board of Directors, as practicable, and may attend the meetings of any committee. The Chief Executive Officer may be removed for cause or unacceptable performance by the University President after consultation with the Board of Directors. "Unacceptable performance" means persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors.
- B. To monitor and control the use of FSUAA resources, including the Corporation's name;
- C. To monitor and ensure compliance with NCAA bylaws, State and Federal laws, and policies and regulations of the Florida Board of Governors and the Florida State University Board of Trustees;

- D. To possess line-item authority over the budget of the FSUAA, including the establishment of additional line items and reduction or elimination of existing budgetary items;
- E. To prepare the agenda for all meetings of the Board of Directors; and
- F. To appoint the Officers of the FSUAA annually from the voting membership of this Corporation, current members of the Florida State University Athletics Board, and other qualified personnel or alumni/ae of Florida State University.

**ARTICLE V  
OFFICERS**

The Officers of the FSUAA shall include the Chief Executive Officer, a Vice President, a Secretary, and a Treasurer. In the event of absence, inability, or refusal to act by any of the Officers, the Chair of the Board of Directors shall appoint a successor or successors to perform the duties of their respective offices.

- A. Chief Executive Officer. The Chief Executive Officer shall:
  - 1. Attend all meetings of the Board and its Committees, as practicable;
  - 2. Sign the name of this Corporation to all documents requiring the signature of this Corporation; and
  - 3. Promptly implement the orders of the Board of Directors, or to advise the Board if its orders are not carried out.
- B. Vice President. The Vice President shall perform the duties of the Chief Executive Officer during the absence or incapacity of that officer.
- C. Secretary. The Secretary shall ensure that this Corporation:
  - 1. Keep and maintain accurate minutes of the proceedings of the annual meeting of this Corporation and all meetings of the Board of Directors and preserve same in a book or electronic file of such nature as to serve as a permanent record;
  - 2. Keep and maintain record copies of the FSUAA Articles of Incorporation and Bylaws;
  - 3. Keep and maintain accurate lists of membership, including terms of service and appointments to the Board, its Committees, and Officer positions; and
  - 4. Carry on the general correspondence of this Corporation as may be assigned by the Chief Executive Officer or the Chair of the Board of Directors.
- D. Treasurer. The Treasurer shall:
  - 1. Assure that adequate provision is made for the care and custody of all the assets of this Corporation;
  - 2. Maintain and keep in force a blanket surety bond to assure that each officer and employee who is authorized to collect, hold, or disburse funds of the Corporation shall faithfully discharge their duties, the adequacy of which shall be determined by the Board ; and

3. Pay out funds only in accordance with the guidelines established by the Board or as otherwise approved by the Board.

## **ARTICLE VI COMMITTEES**

The Chair of the Board of Directors may, with the approval of the Board of Directors, create standing and/or select committees. The Chair of the Board of Directors shall appoint a Chair of each committee from the voting membership of this Corporation. Unless otherwise provided in these bylaws, committee membership may consist of voting members of this Corporation, current members of the Florida State University Athletics Board, and other qualified personnel or alumni/ae of Florida State University. The Chair of the Board of Directors shall, in consultation with the Board of Directors, charge each committee with specific duties and responsibilities.

At a minimum, the standing committees shall include an Audit Committee and a Finance Committee.

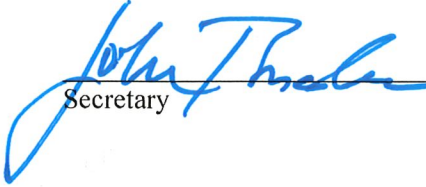
- A. Audit Committee. The Audit Committee shall be responsible for all matters relating to the FSUAA's financial reporting and internal controls. It shall provide oversight of the integrity of financial statements and reporting; the independence and qualifications of its Independent Auditor; and the performance of internal audit processes.
  1. The Committee shall assist with the appointment, compensation, retention, dismissal and oversight of the work of any public accounting firm engaged (including the resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for FSUAA.
  2. The Committee shall review the annual audited financial statements, including required disclosures; review the scope of any audit and significant accounting policies and audit conclusions; and provide guidance concerning unresolved differences between audit findings and the FSUAA's response, any failure of internal controls, or any other significant financial or accounting matters.
- B. Finance Committee. The Finance Committee shall be responsible for all matters relating to the Corporation's financial affairs and business operations, including the following:
  1. The Committee shall analyze the various financial operations, activities, and plans of the Corporation and make appropriate recommendations to the Board to ensure achievement of the Corporation's goals and objectives.
  2. The Committee shall be responsible for in-process guidance, review, and analysis of the Corporation's budget.
  3. The Committee shall review and approve the investment of funds and the purchase of real and personal property.
  4. The Committee shall review and make recommendations to the Board on proposed contracts and agreements that are of particular interest or concern to the Board.

5. The Committee shall ensure compliance with restrictions on gifts and report periodically to the Board on those gifts.
6. The Committee shall exercise oversight regarding the care, maintenance, and security of the financial health of the Corporation.

**ARTICLE VII  
MISCELLANEOUS PROVISIONS**

- A. The Chief Executive Officer shall have the authority to hire personnel and to sign the name of the Corporation to all documents requiring the signature of this Corporation.
- B. Contracts for the routine activities of this Corporation, such as those covering radio broadcasts, concessions, use of facilities and ordinary purchases shall be signed in the name of this Corporation by the Chief Executive Officer or such officer's designee.
- C. Directors and Officers of this Corporation shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of this Corporation for any traveling expenses or other expenditures incurred by them in the proper performance of their duties.
- D. This Corporation shall indemnify and hold harmless all directors, officers, and agents of this Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this Corporation. This Corporation shall have the authority to purchase insurance for this purpose.
- E. This Corporation shall not make, directly or indirectly, any gift to a political committee or other committee defined in Section 106.011, Florida Statutes, for any purpose other than those certified by a majority of the Board of Directors at a regularly scheduled meeting as being directly related to the educational mission of the University.
- F. This Corporation shall at all times comply with the applicable provisions of Florida law, as well as the Regulations of the Florida Board of Governors and the Florida State University Board of Trustees.
- G. These Bylaws shall be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members. In case it becomes necessary to call a special meeting for this purpose, written notice shall be given to each voting member of the Corporation at least fifteen (15) calendar days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All amendments shall be forwarded to the University President for review and approval prior to becoming effective.
- H. The fiscal year of this Corporation shall begin on July 1 and end on June 30 of the following year.
- I. This Corporation is committed to non-discrimination on the basis of race, creed, color, sex, religion, national origin, age, disability, genetic information, veterans' status, marital status, sexual orientation, gender identity, gender expression, or any other legally protected group status.
- J. All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the applicable Conflict of Interest Policy and Florida law.

**I HEREBY CERTIFY** that the foregoing constitutes the Bylaws of the Florida State University Athletic Association, Inc., and were adopted by the Board of Directors on the 1 day of November, 2019.

  
Secretary

March 12, 2020  
Date