

**Florida Agricultural and Mechanical University
Board of Trustees**



**Direct Support Organizations Committee Meeting
Thursday, March 7, 2018
3:45 p.m. – 4:45 p.m.
FAMU Grand Ballroom**

Committee Members: Thomas Dortch – Chair; Dave Lawrence – Vice Chair
Bettye Grable, Devin Harrison, Kelvin Lawson

AGENDA

- I. Call to Order Thomas Dortch, Chair
- II. Roll Call Ms. Angie Wiggins

ACTION ITEMS

- III. Approval of Minutes Chair Dortch
1. November 29, 2017, DSO Committee Meeting
2. January 11, 2018, DSO Committee Teleconference
- IV. Rattler Boosters Inc. Dr. Shawnta Friday-Stroud, Interim Vice President
University Advancement
1. Decertification of Rattler Boosters Inc.
2. Certification of Florida A&M University Rattler Boosters, Inc.
 A. Approval of Articles of Incorporation
 B. Approval of Bylaws
- V. Acceptance of DSO Budget: FY 2017-2018 Chair Dortch
1. Florida A&M University Rattler Boosters, Inc. Dr. Friday-Stroud

INFORMATIONAL ITEMS

- VI. Update on Divisional Activities Dr. Friday-Stroud
1. FY 2017-18 University Advancement Updates
2. DSO Updates
 A. National Alumni Association
 B. FAMU Foundation, Inc.
 C. Florida A&M University Rattler Boosters, Inc.
- VII. New Business Chair Dortch
- VIII. Adjournment Chair Dortch

**Florida Agricultural and Mechanical University
Board of Trustees**



ACTION ITEM

**Direct Support Organizations Committee
Thursday, March 7, 2018
Agenda Item: III. 1.**

Item Origination and Authorization

Policy ____ Award of Bid ____ Budget Amendment ____ Change Order ____
Resolution ____ Contract ____ Grant ____ Other ____

Action of Board

Approved ____ Approved w/ Conditions ____ Disapproved ____ Continued ____ Withdrawn ____

Subject: Approval of DSO Committee Meeting Minutes (November 29, 2017)

Rationale: In accordance with the Florida Statutes, a governmental body shall prepare and keep minutes or make a tape recording of each open meeting of the body.

Attachment: DSO Committee Meeting Minutes (November 29, 2017)

Recommendation: Approve the minutes of the November 29, 2017, DSO Committee Meeting.

**Florida Agricultural and Mechanical University
Board of Trustees**



Direct Support Organizations (DSO) Committee Meeting Minutes
Wednesday, November 29, 2017

Trustee Thomas Dortch, Chair

The meeting was called to order 4 p.m. by Committee Chair Thomas Dortch. Ms. Angie Wiggins called the roll, and the following Committee members participated: Trustees Bettye Grable, Dave Lawrence, and Kelvin Lawson.

The September 7, 2017, DSO Committee Meeting Minutes were moved by Trustee Lawson and seconded by Trustee Grable; passed unanimously.

DSO Budgets:

The Fiscal Year (FY) 2017-18 DSO Budgets for the FAMU Foundation and the FAMU National Alumni Association (NAA) were presented in advance to the Committee for acceptance. Following discussion regarding the budget for the FAMU Foundation, a motion was approved unanimously by the Committee for Vice President (VP) George Cotton, Sr., to return at the next available meeting with a specific fundraising target and tactics and a budget that matches that would provide the Board better insight into expenses that tie to a specific revenue target. The motion included authorization for VP Cotton to operate under the FY 2016-17 Budget until the FY 2017-18 Budget is approved. Chair Dortch advised that staff not bring items before the Committee that have not been discussed in advance with the FAMU President.

The FY 2017-18 Budget for the Rattler Boosters was made available during the DSO Committee Meeting. The Boosters' Budget was placed on hold to provide VP Cotton an opportunity to review and to bring back a recommendation to the Committee as is the process in place for DSO's.

Trustee Lawson motioned to approve the FAMU NAA Budget; seconded by Trustee Grable. The motion was approved unanimously by the DSO Committee and recommended to the Board for acceptance.

DSO Updates:

National Alumni Association (NAA)

Alumni Engagement

- o The Office of Alumni Affairs assisted with a corporate, alumni, and student recruitment event in Upstate South Carolina. Esteemed Alumna Representative Gilda Cobb Hunter of the South Carolina state legislature; Internist, Dr. Daniel Grisham; and retired Boeing Executive and former FAMU Cluster member David Blanding, were the engines to help Interim President Larry Robinson and several FAMU Deans introduce to the Upstate the great things happening at FAMU.

**Florida Agricultural and Mechanical University
Board of Trustees**



- o FAMU NAA President Gregory Clark and Interim President Robinson were principal players at the National Education Association Summit in Washington; Trustee Dortch was the keynote speaker. A highlight of the trip was an insightful meeting with Florida Senator Marco Rubio.
- o Two highlights from the recent Florida Classic Weekend, were that FAMU's 8th president alumnus Dr. Frederick Humphries, and Dr. Oswald Bronson former Bethune Cookman University President, were recognized for their leadership in transitioning the classic from Tampa to Orlando; and, Dr. Robinson, FAMU Foundation Chair Thomas Jones, and NAA President Clark were among several honorees at the Rattler F Club Gala.
- o On December 2nd, Alumni in the Dallas Fort Worth area will welcome Dr. Robinson to the area, and December 6th in Los Angeles, Alumnus and former FAMU Foundation Board member Dr. Mirion Bowers will host an event for Dr. Robinson.

FAMU Foundation, Inc.

The Foundation's FY 2017-18 Budget was discussed at length. VP Cotton was provided details to bring back at the next available meeting. He was also instructed to operate under the FY 2016-17 Budget until the 2017-18 Budget is approved.

FAMU Rattler Boosters

- o A document was presented that indicated the audit for the Rattler Boosters should be finalized by December 8, 2017.
- o Management was informed that the new Bylaws and FY 2017-18 Budget for the Rattler Boosters need to come before the DSO Committee to approve and take to the Board for approval.
 - Executive Director Tommy Mitchell advised to expect to have a proposed budget within a week.
- o Management was advised to complete the Incorporation process of the new Boosters group, and to complete the new 501c3.
- o The Athletics Department is still housing the Rattler Boosters who operates under Athletics' supervision.
- o Management was advised that all funds for the Rattler Boosters are to be housed in the FAMU Foundation.

There being no further business, the meeting adjourned 4:54 p.m.
Thomas Dortch, Committee Chair

**Florida Agricultural and Mechanical University
Board of Trustees**



ACTION ITEM

**Direct Support Organizations Committee
Thursday, March 7, 2018
Agenda Item: III. 2.**

Item Origination and Authorization				
Policy ____	Award of Bid ____	Budget Amendment ____	Change Order ____	
Resolution ____	Contract ____	Grant ____	Other ____	

Action of Board				
Approved ____	Approved w/ Conditions ____	Disapproved ____	Continued ____	Withdrawn ____

Subject: **Approval of DSO Committee Meeting Minutes (January 11, 2018)**

Rationale: In accordance with the Florida Statutes, a governmental body shall prepare and keep minutes or make a tape recording of each open meeting of the body.

Attachment: DSO Committee Meeting Minutes (January 11, 2018)

Recommendation: Approve the minutes of the January 11, 2018, DSO Committee Meeting.

**Florida Agricultural and Mechanical University
Board of Trustees**



Direct Support Organizations (DSO) Committee Meeting Minutes
Thursday, January 11, 2018

Trustee Thomas Dortch, Chair

The meeting was called to order 3 p.m. by Committee Chair Thomas Dortch. Ms. Angie Wiggins called the roll, and the following Committee members participated: Trustees Bettye Grable, Dave Lawrence, and Kelvin Lawson.

Acceptance of DSO Budgets:

The Fiscal Year (FY) 2017-2018 DSO Budgets for the FAMU Foundation, and the FAMU Rattler Boosters were discussed.

As it relates to the Budget for the **FAMU Foundation**, the Budget presented to the DSO Committee on November 29, 2017, was taken back by staff to the Foundation Board with recommended changes. Revisions were made and approved by the Foundation Board on December 20, 2017.

The revised FAMU Foundation Budget was presented at today's meeting by the Interim Vice President (VP) of University Advancement, Dr. Shawnta Friday-Stroud. Trustee Kelvin Lawson motioned to approve the FAMU Foundation Budget; seconded by Trustee Dave Lawrence. The motion was approved unanimously by the DSO Committee and recommended to the Board for acceptance.

The FY 2017-2018 **FAMU Rattler Boosters** Budget was presented for informational purposes. Interim VP Dr. Friday-Stroud requested that approval of the Budget be moved to the Board Meeting in March to ensure Bylaws for the Boosters have been approved. The Committee approved moving the Budget and Bylaws to the spring meeting in March.

There being no further business, the meeting adjourned 3:11 p.m.
Thomas Dortch, Committee Chair

**Florida Agricultural and Mechanical University
Board of Trustees**



ACTION ITEM

**Direct Support Organizations Committee
Thursday, March 7, 2018
Agenda Item: IV. 1.**

Item Origination and Authorization				
	Policy ____	Award of Bid ____	Budget Amendment ____	Change Order ____
	Resolution ____	Contract ____	Grant ____	Other ____

Action of Board				
Approved ____	Approved w/ Conditions ____	Disapproved ____	Continued ____	Withdrawn ____

Subject: Decertification of Rattler Boosters, Inc.

Rationale: The Rattler Boosters, Inc., has been dissolved. The financial assets have been transferred to the operating account of the newly created Florida A&M University Rattler Boosters, Inc. in the FAMU Foundation. The physical assets are being transferred to the Athletics Department. There are no liabilities associated with the Rattler Boosters, Inc.

Attachment: Plan of Disposition for the Rattler Boosters, Inc.

Recommendation: Decertify the Rattler Boosters, Inc.

**Plan of Disposition
for the
Rattler Boosters, Inc.**

Category	Description	Disposition	Completion Date
<i>ASSETS</i>			
Foundation Account	Funds remaining in Foundation account - \$98	Transfer to the FAMU Rattler Boosters Operation Account	March 6, 2018
Capital City Bank	Funds remaining in Capital City account - \$xx	Transfer to the FAMU Rattler Boosters Operation Account	March 6, 2018
Equipment & Furniture	All equipment and furniture in the Rattler Boosters office *The building is owned by the University	Inventory by University Property was completed February 19-20, 2018. Equipment and Furniture will be transferred to the Athletics Department.	March 2, 2018
<i>LIABILITIES</i>			
Utilities	Previous Utility Bills	\$0 Balance	Completed
Security Service	Previous Utility Bills	\$0 Balance	Completed

**Florida Agricultural and Mechanical University
Board of Trustees**



ACTION ITEM

**Direct Support Organizations Committee
Thursday, March 7, 2018
Agenda Item: IV. 2.**

Item Origination and Authorization

Policy ____	Award of Bid ____	Budget Amendment ____	Change Order ____
Resolution ____	Contract ____	Grant ____	Other ____

Action of Board

Approved ____ Approved w/ Conditions ____ Disapproved ____ Continued ____ Withdrawn ____

Subject: **Certification of Florida A&M University Rattler Boosters, Inc.**

Rationale: The Florida A&M University Rattler Boosters, Inc., is the newly created DSO for the boosters, which will replace the Rattler Boosters, Inc.

Attachments: The Articles of Incorporation
 The Bylaws

Recommendation: Approve the Articles of Incorporation and Bylaws for the Florida A&M University Rattler Boosters, and certify as a FAMU DSO.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 2, 2018

FLORIDA A&M UNIVERSITY RATTLER BOOSTERS, INC.
PO BOX 5865
TALLAHASSEE, FL 32314

The Articles of Incorporation for FLORIDA A&M UNIVERSITY RATTLER BOOSTERS, INC. were filed on March 2, 2018 and assigned document number N18000002321. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the filed date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Any charitable organization intending to solicit contributions in Florida from the public are required to register annually with the Division of Consumer Services. For more information, please go to www.freshfromflorida.com/divisions-offices/consumer-services/business-services/charitable-organizations.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Matthew T Moon, Regulatory Specialist II
New Filing Section

Letter Number: 118A00004336

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF THE
FLORIDA A&M UNIVERSITY RATTLER BOOSTERS, INC.
(A Florida Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is the Florida A&M University (FAMU) Rattler Boosters, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal address of the FAMU Rattler Boosters, Inc. is 1835 Wahnish Way, Room 210, Tallahassee, Florida 32307. The mailing address is Post Office Box 5865, Tallahassee, Florida 32314.

ARTICLE III: PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1965 (or corresponding provision of any future United States Internal Revenue Law), including, for such purposes the making of distributions to the Florida A&M University for the purpose of stimulating the education, health, and physical welfare of students of the said University.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, excepts that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislations, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any

political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any further United States Internal Revenue law).

ARTICLE IV: BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall not be less than seven (7) nor more than fifty (50) provided, however, that such number may be changed by a bylaw duly adopted by the members.

The board shall have the authority to appoint an executive committee, all of whose members shall be members of the board, and to delegate any of its powers to the said committee which shall exercise said powers subject to the supervision of the full board. The members of the board shall be elected in accordance with these Articles of Incorporation and the bylaws by annual vote of the members of the corporation whose annual financial assessments and dues are current. The election shall take place at an annual meeting in the Fall (September - December) for the purpose of electing regular members of the Board of Directors. The board shall serve for a term determined in the bylaws. To preserve continuity on the board, the terms of office may be staggered as set forth in the bylaws.

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TALLAHASSEE, FLORIDA

The initial board members who shall serve until their successors are chosen are as

follows:

<u>Name</u>	<u>Address</u>
Hattie Alexander	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Allen Bogan	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Selvin Cobb	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Lloyd Cobbs	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Dwayne Corker	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Brenda D. Harris	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Thomas Demps II	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
John Eason	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Curtis Ford	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Caleb Hanah	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Ronald Joe	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Wilbur Johnson	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Thomas Jones	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Rudy Maxwell	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Reginald Mitchell Sr.	FAMU College of Law, 201 Beggs Avenue, Room 191 Orlando FL 32801
Tommy Mitchell Sr.	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Ephraim Riggins	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
James Shepherd	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Gary Watson	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Mary Williams	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Lawton Williams	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Willie Wood	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
Flora Woolfaulk	1835 Wahnish Way, Room 210 Tallahassee, FL 32307
William Youmans	1835 Wahnish Way, Room 210 Tallahassee, FL 32307

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TALLAHASSEE, FLORIDA
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ARTICLE V: OFFICERS

The officers of the Corporation shall be President, Vice President, Secretary, Financial Secretary, Corresponding 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 deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

The initial officers who shall serve until their successors are chosen are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Selvin Cobb	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	President
Ronald Joe	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Vice President
Hattie Alexander	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Recording Secretary
Willie Wood	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Treasurer
Curtis Ford	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Financial Secretary
William Youmans	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Corresponding Secretary
Tommy Mitchell Sr.	1835 Wahnish Way, Room 210 Tallahassee, FL 32307	Executive Director
Reginald Mitchell Sr.	FAMU College of Law, 201 Beggs Avenue, Room 191 Orlando FL 32801	General Counsel

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TALLAHASSEE, FLORIDA

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ARTICLE VI: REGISTERED AGENT

The name of this corporation's initial registered agent is Thomas L. Mitchell, Sr.

ARTICLE VII: LOCATION OF REGISTERED OFFICE

The address of this corporation's initial registered office in the State of Florida is 1835 Wahnish Way, Room 210, Tallahassee, Florida 32307.

ARTICLE VIII: INCORPORATOR NAME AND ADDRESS

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Selvin Cobb	1835 Wahnish Way, Room 210 Tallahassee, FL 32307

ARTICLE IX: ENABLING LAW

This corporation is organized pursuant to the Corporations Not for Profit Law of the state of Florida, set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE X: TERM

This corporation shall have perpetual existence.

ARTICLE XI: MEMBERSHIP

The members of this corporation are those persons having membership rights in accordance with the provisions of these Articles and bylaws of such corporation. The Corporation shall have several class of members based upon level of financial contributions of each such member; however, no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Any person paying the annual dues as from time to time provided and agreeing to be bound by these Articles, bylaws, and such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation. Any person shall be admitted to membership who completes the prescribed membership forms and pays such annual dues of the corporation.

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 TALLAHASSEE, FLORIDA

No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any such property be distributed to any member upon the dissolution or winding up thereof.

ARTICLE XII: BYLAWS

The Bylaws of this corporation will be hereinafter adopted at the first meeting of the board of directors, as soon thereafter as practicable. Said bylaws may be amended, repealed, or added to, or new bylaws may be adopted by vote or written assent of two-thirds (2/3) of the members entitled to vote, or by vote of a majority of a quorum at a meeting duly called for that purpose.

Subject to the limitations of these Articles, the corporate bylaws and the Corporation Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to or new bylaws may be adopted, by resolution of the board of directors approved by two-thirds (2/3) vote of such directors.

ARTICLE XIII: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIV: DISTRIBUTION OF ASSETS

Under the dissolution or winding up of this corporation, its assets remaining, after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to the Florida A&M University Foundation, Inc. which is organized and operated exclusively for education and charitable purposes and which has established its tax-exempt status

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under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XV: AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of board members for their vote.

Amendments may be adopted by a two-thirds (2/3) vote of a quorum of board members of the corporation.

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ALLAHASSEE, FLORIDA

AFFIDAVIT

The undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida has executed these Articles of Incorporation this 2nd day of March, 2018.

Selvin Cobb
SELVIN COBB

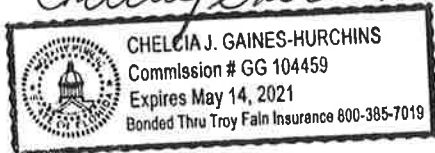
STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME personally appeared SELVIN COBB to me well known or identified with the following identification FL DL C00780-503H-D; and known to be persons who subscribed to the foregoing and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 2 day of March, 2018

STATE OF FLORIDA
COUNTY OF Leon
Sworn to and subscribed
Before me on this 2nd day
of March, 2018.
Notary Public

My Commission expires:
Chelcia J. Gaines-Hurchins



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

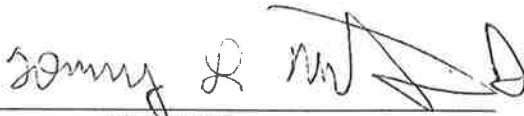
AFFIDAVIT

DESIGNATION AND ACCEPTANCE
REGISTERED AGENT CERTIFICATE

STATE OF FLORIDA)

COUNTY OF LEON)

BEFORE ME personally appeared TOMMY L. MITCHELL, SR. to me well known or identified with the following identification FL DL M3248234207D and known to be persons who subscribed to the foregoing and who executed this Registered Agent Certificate and acknowledged before me that he is the Registered Agent for the Florida A&M University Rattler Boosters, Inc., said corporation's street address and Registered Office being at Leon County, State of Florida.



TOMMY L. MITCHELL, SR.

WITNESS my hand and official seal in the County and State named above this 2 day of March, 2018

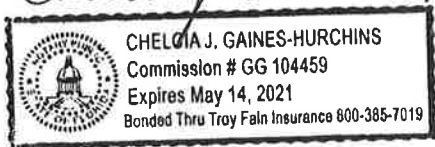
STATE OF FLORIDA
COUNTY OF Leon

Sworn to and subscribed
Before me on this 2nd day
of March, 2018.

Notary Public

My Commission expires: 5/11/2021





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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED BYLAWS OF
FLORIDA A&M UNIVERSITY RATTLER BOOSTER, INC.**

Tallahassee, Florida

February 10, 2018

**AMENDED BYLAWS OF
FLORIDA A&M UNIVERSITY RATTLER BOOSTER, 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 By Laws, which constitute the code of rules adopted by the Rattler Booster's Inc., for the regulation and management of its affairs.

1.02 Objective. The Objective of the Corporation is to be a support and 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 Department of Intercollegiate Athletics to promote the education, health and physical welfare of student-athletics 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 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 such rules and regulations as the Board of Directors may from time-to-time adopt.

3.02 Financial Contributions. The annual financial contributions payable to the Corporation by the 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 between September and December of each year in Tallahassee, Florida. The date, time and specific place of the annual meeting will be set by the Board. A special meeting of the members may be called by majority of the Board of Directors with the location and the reason therefore being specified in the call, providing at least ten (10) days notice by physical or electronic mail at such addresses provided by the respective Board members.

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 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 the University Direct Support Organizations.

4.03 **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 the fifty (50), including Ex-Officio members (as identified in paragraph 5.10 below) 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 the Board of Directors may from time-to-time adopt, and shall be a contributor of at least a \$1,000 Champion Builder Investor.

5.02 **Election of Regular Board Members.** There shall be an annual meeting between September and December of each year in Tallahassee, Florida 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 the 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 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, even though the modification may result in a regular member serving less 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 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 the termination of his or her office or removal by the officer or body which appointed such Ex-Officio member. Ex-Officio members shall have the right to vote..

5.05 Replacement of Directors. Whenever a vacancy shall occur on the Board of Directors, the seat of a regular elected member shall remain vacant until the next election as long as the number of elected Directors does not fall below seven (7) members. If the number of elected 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 thereof. 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 or waive financial requirement to members, officers or directors for professional, consultant or special services rendered with authorization granted prior to rendition of services. Any person employed or receiving the waiver or compensation from the corporation shall not be considered an employee of the State of Florida by such an agreement.

5.07 Meetings. There shall be designated meetings of the Board of Directors on an annual basis, as follows; Fall meeting September - December; Winter meeting January through March and Spring meeting April - June.

(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. Meetings are subject to Florida Statute 286.011 (the "Statute") and should be open the public as provided for in the Statute. Public notice of each meeting shall comply the Statute.

(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 corporate secretary and mailed to each director at the address last recorded on the books of the Corporation, not less than five 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 director's 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 Bylaws, or in the Articles of Incorporation of the Corporation, or by law, the act of a majority of director's 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 physically or electronically 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 the 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 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.

5.08 **Action without Meeting.** [RESERVED]

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 chair 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 Chair of the Florida A&M University Athletic Board;

The Director of Intercollegiate Athletics at Florida A&M University or his/her designee:

The chair of the Board of Directors of the Florida A&M University Foundation, Inc. or his/her designee;

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

The immediate past Chair of the Board of Directors of Rattler Boosters, Inc.;

The President of the Student Rattler Boosters or his/her designee;

The President of the Varsity "F" Club, FAMU Sports Hall of Fame, 220 Quarterback Club or any other Athletic Support Organization his /her designee;

Article 6

Officers

6.01 **Designation of Officers.** The officers of the Corporation shall be President, Vice President, Secretary, Financial 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 deems 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 Fall 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 to 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 two-thirds (2/3) vote of the full Board of Directors whenever in its judgement 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 powers of, and be subject to all 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 and with sum and with 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 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 the Board of Directors may delegate the day-to day functions hereof to the Executive Director of the Corporation.

6.09 **Secretary.** The Secretary shall keep the minutes of meetings of members and of the Board of Directors in one or more books provided for the 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 functions hereof to the Executive Director of the Corporation.

6.10 **Financial Secretary.** The Financial Secretary is authorized to receive all monies collected by the Corporation. Record all receipts indicating the date of receipt, number of receipt issued amount, from whom received and for what account (e.g. membership, fund raising). Prepare all authorizations for payment if authorized by the Board. If not authorized to write authorizations, provide recording secretary with necessary information on refunds and disbursements to write authorizations. Prepare a monthly financial report of all monies received, deposits made/ and or/authorizations for payments prepared.

6.11 **Corresponding Secretary.** The Corresponding Secretary shall send notices of meetings to Board Members, read correspondences and maintain e-mail and membership database. To perform other related duties that the Executive Director or Executive Board may assign.

6.12 **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, 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 extra ordinary or discretionary expenditure 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 of the corporation, for example, rent, wages, contractual services, utilities, supplies, and equipment. Extraordinary or discretionary 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.

Articles 7

Committees

7.01 **Standing Committees.** The following committees shall 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 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 committee's 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 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 Executive committee, providing the purpose, time and place of the meeting with at least three (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 therefore, 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 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 of expenditure.

The Executive committee shall be composed of the President, Vice President, Secretary, Financial 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 immediate Past President of the Board of Directors, and one (1) 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 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 physical or electronic 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 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 chairman of the committee, the Executive Director and two (2) members of the board.

d) **Ways and Means Committee.** The Ways and Means committee shall determine the Financial feasibility of the 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 applicable laws and regulations. The committee shall be composed of the Corporation's Legal adviser, Executive Director and two (2) members of the Board of directors.

f) **Membership Development Committee.** The Membership Development 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.

g) **Audit Committee**

(a) The Audit Committee shall receive and analyze financial reports to insure that the information contained in such reports accurately describes the financial condition of the Corporation.

(b) It must attest that internal controls are in place to provide the necessary level of confidence, and that there are no material weaknesses in financial controls, and/or set timelines for improvements where deficiencies are identified. The Audit Committee must ensure in accordance with the mandate of the FAMU Board of Trustees that the audit company and/or visiting audit team is changed every two to five years to ensure an unbiased creditable audit of the Corporation records is accomplished.

(c) The Audit Committee shall be responsible for recommending the appointment of the independent public accountants, as well as review the cost and scope of any audit provided by such accountants or auditors. Any independent public accountants or auditors recommended by the Audit Committee to the Board of Directors shall be selected and approved in accordance with such policies or regulations governing the selection and retention of auditors as adopted by the University Board of Trustees.

(d) The Committee shall be responsible for the review and evaluation of the reports prepared by the independent accountants that describe any weakness in the organization's internal accounting and management controls, and that contain recommendations for improvements in such controls. The Committee shall determine if management has taken appropriate action on such recommendations.

(e) It shall also have responsibility to review the annual financial statements with the independent accountants and review new or proposed accounting standards which affect the banking, investment and fundraising industries, and their impact on the Corporation.

(f) The Audit Committee shall meet bi-annually prior to the Board meeting or as necessary to address audit issues. Members of the Audit Committee must meet separately/privately with members of the audit team without the presence of Corporation staff bi-annually.

7.02 **Terms of Office.** Each member of a 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.

7.03 **Committee Chairman.** One member of each committee shall be appointed committee chairman by the person or persons authorized to appoint 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, most the whole committee shall constitute a quorum, and the act of most 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 meeting and the conduct of its activities as it may deem appropriate; provide, 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 Committee.** 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 administered by the Corporation in a way

to ensure 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, officers 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 (9a) 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 meetings including meetings of committees, and shall keep at a registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Corporation maybe 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 begin.

9.03 **Fiscal Year.** The fiscal year of the corporation shall begin on the first 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 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 members 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 Corporation shall be deemed a sufficient for 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 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

ADMENDMENTS

10.0 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 Directors entitled to vote at a regular or special meeting duly call for that purpose according or by the unanimous, written consent of the full Board of Directors, effected in accordance with the applicable Florida Statues, 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 amendments(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.

ADOPTION OF AMENDE BYLAWS

IN WITNESS WHEREOF the Board of Directors by resolution have adopted these Bylaws on this 10th DAY OF February 2018 at Tallahassee, Leon County, Florida.

Selvin Cobb

President

Hattie E Alexander
Secretary

STATE OF FLORIDA

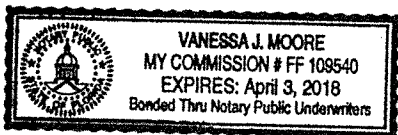
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of February 2018 by Selvin Cobb as President of the Board of Directors, and Hattie Alexander Secretary of the Board of Directors, (✓) who is personally known to me or () who have produced _____ as identification.

My commission expires:

Vanessa J Moore

Notary Public-State of Florida



**Florida Agricultural and Mechanical University
Board of Trustees**



ACTION ITEM

**Direct Support Organizations Committee
Thursday, March 7, 2018
Agenda Item: V. 1.**

Item Origination and Authorization				
Policy ____	Award of Bid ____	Budget Amendment ____	Change Order ____	
Resolution ____	Contract ____	Grant ____	Other ____	

Action of Board				
Approved ____	Approved w/ Conditions ____	Disapproved ____	Continued ____	Withdrawn ____

Subject: **Acceptance of DSO Budget: Florida A&M University Rattler Boosters, Inc.**

Rationale: At the January 11, 2018, DSO Committee Meeting, the FY 2017-2018 Florida A&M University Rattler Boosters Budget was presented for informational purposes. Interim VP Dr. Friday-Stroud requested that approval of the Budget be moved to the Board Meeting in March to ensure Bylaws for the Boosters have been approved. The Committee approved moving the Budget and Bylaws to the spring meeting in March.

Attachment: Florida A&M University Rattler Boosters Budget

Recommendation: Acceptance of the Florida A&M University Rattler Boosters Budget

Florida A&M University Boosters, Inc.
Draft Fiscal Year 2017-2018 Operating Budget

	BUDGET
REVENUE	
Member Dues [500 members @ \$100]	\$50,000
Life Members [30 members @ \$750]	\$22,500
Subscribing Members [30 members @ \$250]	\$7,500
2017 Kickoff Luncheon [400 tickets @ \$25]	\$10,000
2018 Fang Luncheon [400 tickets @ \$25]	\$10,000
2017-2018 Homecoming Campaign	\$100,000
Contributions/Sponsorships	\$10,000
TOTAL REVENUE	\$210,000
EXPENDITURES	
Contractual Services	\$20,000
Travel Expenses	\$10,000
Entertainment Expenses	\$6,000
Professional Memberships	\$1,000
Office Supplies & Equipment	\$10,000
Membership Awards	\$10,000
2017 Kickoff Luncheon [Actual Gross Amount]	\$7,000
2018 Fang Luncheon [400 meals @ \$15]	\$6,000
Athletic Donations (Homecoming Campaign)	\$100,000
Scholarships Funds	\$10,000
Life Membership Endowment	\$30,000
TOTAL EXPENDITURES	\$210,000
REVENUE LESS EXPENDITURES	\$0

**Florida Agricultural and Mechanical University
Board of Trustees**



**Direct Support Organizations Committee
Wednesday, November 29, 2017
Agenda Item: VI.**

Subject: Update on Divisional Activities

Summary: Update on Divisional Activities:

1. FY 2017-18 University Advancement Updates
2. DSO Updates
 - A. National Alumni Association
 - B. FAMU Foundation, Inc.
 - C. Florida A&M University Rattler Boosters, Inc.

**Florida Agricultural and Mechanical University
Board of Trustees**



**Direct Support Organizations Committee
Overall Updates on Divisional Activities**

VI. Update on Divisional Activities

1. FY 2017-18 University Advancement Updates

Fundraising Updates:

- As of February 26, 2018, \$2.9M in cash and pledges has been raised this fiscal year compared to \$5.3M this same period last year.
- Over \$3M pipeline gifts are anticipated to close before the end of this fiscal year.
- FY 2017-18 Fundraising summary provided below which includes total giving amounts; top 3 constituents by total giving; top 2 largest single gifts; and top 3 states gifts received from.

Total Giving

- \$2, 996,554.38
- 44% decrease over previous fiscal year (\$5, 373, 401.86 received FY 2016-17)
- 3,246 donors compared to 2,767 this time last year
- Average gift amount is \$923.15 compared to \$1,941.96 in FY 2016-17

Top 3 Constituents by Total Giving

- Alumni: \$1M
- Corporate: \$736K
- Friends: \$373K

Top 2 Largest Single Gifts

- Corporate: \$134K
- Corporate: \$115K

Top 3 States Gifts Received From

- Florida
- Georgia
- Texas

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2. DSO Updates

A. National Alumni Association (NAA)

- **February 8th, FAMU DAY at the Capitol** – the Office of Alumni Affairs (OAA), Government Affairs, and the FAMU NAA executed a very successful event.
 - 20 exhibitors from FAMU colleges and schools participated.
 - More than 400 alumni (from Tallahassee to Miami), students, and leadership visited lawmakers to convey gratitude and urge legislators to lend continued support to the University.
- **February 9th-12th, HBCU Recruitment Caravan Los Angeles**
 - Alumni ambassadors from Southern California welcomed President & Mrs. Robinson and FAMU Recruitment Team to LA for the largest HBCU student recruitment fair in the nation.
 - FAMU and distinguished alums Drs. Bernard & Shirley Kinsey, and Dr. & Mrs. Mirion Bowers, hosted a reception for President Robinson.
 - President Robinson participated in the HBCU Panel of Presidents at INTEL headquarters and participated in corporate visits.
- **February 24th, Polk County Scholarship Gala**
 - Alumni in Polk County hosted FAMU's new Football Coach, Willie Simmons; AD Dr. John Eason; and Director of Bands, Dr. Shelby Chipman, for their annual Scholarship Gala in support of the FAMU Football field house improvements, the Marching 100's impending trip to the Pasadena Tournament of Roses Parade, and the Save Our Students Scholarship program.
- **March 8th, MEAC Tournament Enshrines Cheryl Harris Booker**
 - FAMU Foundation Board Director and FAMU Industry Cluster Chair, Mrs. Cheryl Harris Booker, will be honored Thursday, March 8th, as FAMU's Mid-Eastern Athletic Conference Distinguished Alumna of the Year.
 - Director Harris Booker will be inducted along with several other HBCU alumni for the enshrinement ceremony at the Scope Arena in Norfolk, VA.
- **March 9th-13th, FAMU President's Spring Recruitment Tour**
 - The Tour kicks-off in Pensacola, then journeys to Gainesville, Palm Beach, Fort Lauderdale, and Miami.
 - The goal is to draw the best and brightest students both on the high school and community college level to FAMU in support of admissions and enrollment initiatives.

B. FAMU Foundation, Inc.

- Dr. Friday-Stroud has held individual introductory meetings with Directors on the FAMU Foundation Board.
- The FAMU Foundation Board of Directors Meeting will be held May 24-25 in Orlando, FL, in conjunction with the FAMU NAA Annual National Convention.
- The investment balance as of December 31, 2017, is \$126,857,801, which includes endowed funds of over \$109,000,000.

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C. Florida A&M University Rattler Boosters, Inc.

As defined by the NCAA, all donors to the FAMU Athletics Department are considered boosters. While all donors of the Athletic Department are boosters, only dues paying (\$100) boosters are members of the Florida A&M University (FAMU) Rattler Boosters, Inc.

The Executive Director of the Rattler Boosters is a university employee that serves as a liaison between the University, the FAMU Rattler Boosters, and all other boosters. The Executive Director is responsible for providing service and soliciting support for the FAMU Athletic Department.

Reorganization of the FAMU Rattler Boosters Direct Support Organization (DSO) includes steps listed below.

- Providing a disposition plan for the Rattler Boosters, Inc. for decertification.
- Selecting a new name - Florida A&M University Rattler Boosters, Inc., approving new by-laws and articles of incorporation of the newly constituted group, recruiting members, and electing interim officers. The Board elected permanent officers. Mr. Selvin Cobb was elected president. The Florida A&M University Rattler Boosters, Inc., is submitting all required documents for certification as an official DSO.
- The Florida A&M University Rattler Boosters Board Members' minimum requirement for eligibility is to contribute at least \$1,000 to the Athletics Department. Additional booster membership "levels" are determined by the total amount of funds contributed to the Athletic Department.
- To secure annual booster operational funds, a dues structure of \$100 (with benefits) was created for regular membership and a "Life Membership" of \$750 dollars is included and endowed for future financial security.
- The Florida A&M University Rattler Boosters, Inc., will assist the Athletics Department with raising funds for the Athletics Department's annual giving program entitled the "Annual Homecoming Campaign." The account for the Athletics' "Annual Homecoming Campaign" is account #2001 in the FAMU Foundation to support the annual priorities of the Athletics Department.
- Mr. Tommy Mitchell serves as the Executive Director of the Florida A&M University Rattler Boosters organization.

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**Direct Support Organizations Committee
Wednesday, November 29, 2017
Agenda Item: VI.**

Subject: New Business