BYLAWS OF

FLORIDA 4-H CLUB FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

(AS AMENDED and RESTATED January 27, 2026)

ARTICLE I — PURPOSES AND POWERS

The purposes for which the Florida 4-H Club Foundation, Inc. (the "Corporation) is formed and the powers which it may exercise are set forth in the Fourth Amended and Restated Articles of Incorporation (the "Articles") of the Corporation. The Articles shall control in the event of any conflict between its provisions and any part of these Bylaws, as they may be amended as appropriate. The Foundation is a non-profit Corporation organized for educational and charitable purposes under the provisions of Chapter 617 of the Florida Statutes. The Foundation is a Direct Support Organization of the University of Florida formed pursuant to the authority of §1004.28, F.S. and is to be operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University of Florida ("University"), and shall promote the educational, research and service missions and purposes of the University. In furtherance thereof, the sole purpose of the Corporation shall be supporting the statewide UF/IFAS Extension 4-H Youth Development Program. The responsibility for the 4-H Youth Development Program and authorization for use of the 4-H name and emblem within Florida rests with the Dean of Extension, State 4-H Program Leader, and designated Extension/4-H faculty members. State 4-H staff members also serve management functions of the Foundation to assist it in carrying out its day-to-day operations. The 4-H Foundation is exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code. Contributions made to the Foundation are tax-deductible by the donors as provided in section 170 of the Code. The Foundation also serves as the fiscal agent for many state-level 4-H educational events and activities.

ARTICLE II — FISCAL YEAR

Each fiscal year of the Corporation shall commence on July 1 and conclude on June 30 of the next succeeding calendar year.

ARTICLE III — MEMBERSHIP

Section 1. GENERAL MEMBERSHIP - The membership of the Corporation shall consist of such persons as may, as appropriate, be elected as General Members in accordance with the provision of the articles as hereinafter set forth.

Section 2. HONORARY MEMBERSHIP - Honorary Members shall be determined as appropriate by the Board. They shall be recognized leaders in their field of endeavor and in the community in which they live. Honorary Members shall be selected from diversified occupations and geographic locations so that this membership will represent a broad cross-section of leaders in the area in which the Corporation operates. No dues shall be charged to Honorary Members. They shall not have the right to vote at any meeting of the Corporation. However, they shall have the right to take part in discussions at such meetings. Nominations for Honorary Members shall be made by the Corporation's Board of Directors (the "Board"), and Honorary membership shall be given to nominees gaining a majority vote of the members of the Board. The number of Honorary Members elected each year shall be determined by the Board.

ARTICLE IV — BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. AUTHORITY - The Board shall exercise all powers of the Corporation except as otherwise delegated by these Bylaws.

Section 2. NUMBER - The Board shall consist of no fewer than fifteen (15) general members; the maximum number of members shall be thirty (30). The maximum number of members can be increased or decreased from time to time by majority vote of the board of directors.

a.) Nine (9) General Members shall have permanent appointments to the Board, consisting of the following:

(1) Dean and Director for Extension, Institute of Food and Agricultural Sciences, University of Florida (the "Dean"); the Dean shall be a voting member.

(2) Florida 4-H State Program Leader ("SPL"); the State Program Leader shall be a non-voting member.

(3) Two representatives of UF/IFAS Advancement: the lead advancement officer for IFAS, or their designee; and the advancement officer with primary 4-H responsibilities. Both shall be non-voting members.

(4) Youth representative, being the President or an alternate elected officer of the Florida 4-H State Council for the duration of their elected term of one (1) year; the representative shall be a voting member.

(5) Representative from UF/IFAS appointed by the Dean; the representative shall be a voting member.

(6) County-based 4-H professional member appointed by the Florida Association of Extension 4-H Agents; the representative shall be a voting member.

(7) Individual or individuals appointed by the Chairperson of the University of Florida Board of Trustees ("UFBOT"); such individual(s) shall be a voting member(s).

(8) An individual appointed by the President of the University of Florida (the "University President") or the University President's designee who shall be the Senior Vice President for Agriculture and Natural Resources; the president, designee or appointee shall be a voting member. The same person may serve in this position and the foregoing position but shall be entitled to one vote.

b.) All other General Members shall be elected by the Board (the "Elected Members").

c.) The directors listed in 2 a.) (5), (6), (8) and 2 b.) above shall be subject to approval by the UFBOT prior to taking office.

Section 3. TERMS – Except as otherwise provided herein, Elected Members shall serve a term of three (3) years on the Board. Elected Members shall serve no more than two (2) consecutive terms on the Board. Notwithstanding the foregoing, Elected Members who are elected to serve as an officer of the Corporation in the last year of his or her second three-year term may serve as a full voting member of the Board through the period that is one (1) year following the conclusion of his or her term as President. Elected Members who have served two (2) consecutive terms may be re-elected after at least a one (1) year absence from the Board. An Elected Member's term shall commence immediately after the close of the Annual Meeting at which he or she is elected and conclude with the election of his or her successor, or in the event that there is no successor, at the close of the third Annual Meeting following the date of his or her election, whichever is earlier. For the purposes of determining the number of years an Elected Member has served on his or her term, the first year shall begin on the date of the Annual Organizational Meeting preceding the date such Elected Member began to serve.

Section 4. REMOVAL - Any member of the Board may be removed at any time, with or without cause, by the President of the University of Florida. Elected Members may be removed or suspended with cause, by a majority vote of the Board.

Section 5. DUTIES - The Board shall formulate such policies and plans as are best designed to accomplish the purposes of the Corporation, including, but not limited to, approval of its budgets and programs, as set forth in Article IX of these Bylaws. Said policies and plans shall be a matter of record in the minutes of the meeting of the Board.

Section 6. EXECUTIVE COMMITTEE

a) **COMPOSITION -** Except as otherwise provided in these Articles, the affairs of the Corporation are to be managed by the Board who may delegate to an Executive

Committee consisting of the four (4) elected officers of the Corporation (President, President-Elect, Vice President of Finance, and Vice President of Development), the Corporation's Chief Executive Officer, Secretary and Comptroller, the immediate Past-President of the Corporation, appointee(s) of the Chair of the UFBOT, and the University President or the University President's designee. The Board may elect other Executive Committee members as deemed necessary. The State Program Leader or their designee will be included on all meetings of the Executive Committee.

b) **POWERS AND LIMITATIONS -** Items of major importance shall be subject to the approval and ratification of the Board at its next meeting, with the Executive Committee implementing Board decisions as appropriate. The CEO will attend all meetings, unless otherwise directed by the Board of Directors, as a non-voting member of the Committee. The Executive Committee shall conduct meetings at such time, date and location as it may designate in writing as appropriate, upon at least forty-eight (48) hours' notice. Upon such notice, meetings may be called by the President. The presence of a majority of the committee members shall be necessary for the adoption of any resolution. The Executive Committee shall have the power to transact and supervise all regular and ordinary business of the Board of Directors between meetings of the Board of Directors provided any action taken shall not conflict with the policies of, and expressed wishes of, the Board of Directors in matters of major importance or conflict with the Bylaws, the Articles of Incorporation, or the laws of the State of Florida. The Executive Committee shall be convened when it is not realistically possible to obtain a full Board quorum to address items that require Board approval, but that do not have significant budget impact or do not establish or alter standing policy or procedures of the Corporation. Approval of committee recommendations to the Board that are time-sensitive and operational in nature might also be considered by the Executive Committee to expedite committee or staff follow-through. Items that are not time-sensitive would be deferred to the next Board meeting. Time-sensitive items that do not require formal board action but which are brought forth from staff seeking guidance might also be considered by the Executive Committee. All items considered by, and actions taken by, the Executive Committee will be reported to the full Board through written minutes and report at the next Board Meeting.

Section 7. VACANCIES - Any vacancy on the Board or the Executive Committee, except for the designee of the Chair of the Board of Trustees, and the designee of University President, which results from the resignation, removal or death of an Elected Member, may be filled by appointment by the Executive Committee. Any person appointed by the Executive Committee to fill such a vacancy shall serve the remaining portion of the term of the member whose resignation, removal or death created the vacancy.

ARTICLE V — OFFICERS

Section 1. ELECTED OFFICERS - The elected officers of the Corporation shall consist of a President, President-Elect, Vice President of Finance, and Vice President of Development (collectively, the "Elected Officers"), all of whom shall be elected from among the General Members of the Board. Except as otherwise provided by these Bylaws, the Elected Officers shall have such powers and duties as usually

devolve upon such officers.

Section 2. TERMS - Elected Officers shall be elected for a term of one (1) year at the Annual Meeting of the members of the Corporation and may succeed themselves in each office only once. Terms of Elected Officers shall commence immediately after the close of the Annual Meeting at which they are elected and conclude with the election of their successor.

Section 3. APPOINTED OFFICERS – The appointed officers responsible for the management of the Corporation shall be comprised of the following:

a) **Chief Executive Officer –** The Dean shall serve as the Corporation's Chief Executive Officer and shall report to the President of the Corporation and to the President of the University of Florida or his or her designee. The Chief Executive Officer shall be selected by (or appointed only after the approval of) the President of the University after consultation with the Corporation's board of directors, as required by UF Rule 6C1-1.300.[1]

b) **Comptroller** – The Business Manager of Youth, Families & Communities Business Services shall serve as the Comptroller. Selection of the Comptroller shall be subject to the approval of the Board. The Comptroller shall be a non-voting member of the Board and shall report to the President of the Corporation and to the President of the University of Florida or his or her designee.

c) **Secretary** – The UF/IFAS Advancement Officer with primary 4-H responsibility shall serve as the Corporation's Secretary. Selection of the Secretary shall be subject to the approval of the Board. The Secretary shall be a non-voting member of the Board and shall report to the President of the Corporation and to the President of the University of Florida or his or her designee.

d) **Other Officers** – The Board may appoint such other officers and agents as it shall deem necessary or expedient. Such officers or agents shall hold their appointed offices for such terms and shall exercise such powers and perform such duties as shall be determined as appropriate by the Board.

Section 4. REMOVAL OR SUSPENSION

a) All elected or appointed officers of the Board, except the CEO, may be removed or suspended, with or without cause, by a majority vote of the Board.

b) The Chief Executive Officer may be removed for any reason by a vote of majority of the board, and may be removed for cause or unacceptable performance by the President of the University after consulting with the Corporation's board of directors.[2]

ARTICLE VI — DUTIES OF THE OFFICERS

Section 1. PRESIDENT - The President shall preside at the meetings of the Corporation. He or she shall have the authority to and shall carry on all activities and all business affairs of the Corporation in accordance with the Articles and these Bylaws. He or she shall authorize certain expenditures as hereinafter provided and shall have such other powers and duties as may be prescribed as appropriate by the Board.

Section 2. PRESIDENT-ELECT - The President-Elect shall, in the absence, refusal, failure or inability of the President to act, exercise all the powers and duties of the President of the Corporation. The President-elect shall oversee all committees of the Board and serve as liaison to the President concerning the work of such committees.

Section 3. VICE-PRESIDENT of FINANCE – The Vice President of Finance shall give leadership for the Corporation's fiscal policies and procedures and shall serve as Chair of the Finance Committee.

Section 4. VICE-PRESIDENT of DEVELOPMENT – The Vice President of Development shall give leadership for the Corporation's fundraising and resource development program and shall serve as Chair of the Development Committee.

Section 5. CHIEF EXECUTIVE OFFICER

a) The Chief Executive Officer (CEO) for the Corporation shall be responsible for the day-to-day management of the business affairs of the Corporation. The CEO shall report to the Board of Directors and to the President of the University of Florida, or his or her designee, and shall perform such duties as assigned by the Board and the President of the University. The CEO shall not be considered a member of the Board of Directors. The CEO may serve as a non-voting member of all standing or ad hoc committees.

b) Should the State Program Leader be appointed CEO of the Corporation, then the State Program Leader shall not be considered a permanent appointed member of the Corporation's Board of Directors, as described in Article IV, Section 2.

Section 6. SECRETARY - The Secretary shall assist with the day-to-day operations of the Corporation, as directed by the CEO or Executive Committee, and in accordance with the Articles, these Bylaws, and the established policies and plans of the Board. The Secretary shall keep minutes of all meetings of the members, directors, and executive committee, prepare such reports as are requested by the Board, keep a record of all members of the Corporation, term of service of each member of the Board, and give due notice of expiration of the term of service of each and shall have such other duties as prescribed as appropriate by the Board. The Secretary may serve as a non-voting member of all standing or ad hoc committees.

Section 7. COMPTROLLER - The Comptroller shall serve under the direction of the CEO and carry out all of the fiscal policies and plans as established by the Board. The Comptroller shall ensure that all monies are to be deposited in an approved investment depository in the name of the Corporation. He or she shall authorize the request for payment of all funds upon receipt of requisition from authorized persons. Such funds shall be available for payment by check prepared for the Corporation, signed by the Comptroller and countersigned by the CEO, or such other person as may be designated by the Board. In the absence or inability of the Comptroller to serve, the Executive Committee will designate an acting Comptroller in the event of an emergency. The Comptroller and all other individuals authorized to transfer investment funds against Corporation accounts shall be under such bond as is directed by the Board, and the cost of the bond shall be paid by the Corporation. All business transactions shall be a matter of accurate record, and all accounts shall be subjected to an annual audit. The cost of the audit is to be paid by the Corporation. The Comptroller shall maintain the seal and all books and records of the Corporation. The Comptroller may be a paid employee of the Corporation.

Section 8. IMMEDIATE PAST PRESIDENT - The Immediate Past President shall serve as the Corporation's advisor on all matters of parliamentary procedure. The Immediate Past President shall also act as a historian for the Corporation and shall assist the President in the promotion of the interests of the Corporation in accordance with the Articles and these Bylaws. The Immediate Past President shall serve as chair of the Membership & Nominating Committee.

Article VII — COMMITTEES

Section 1. AUDIT COMMITTEE - The Board of Directors shall appoint not less than three of its members to the Audit Committee. The Audit Committee shall prepare an Audit Committee Charter and appropriate amendments thereto, which shall be submitted to the Board of Directors for adoption. The Audit Committee Charter and any amendments shall not become effective until approved by the President of the University of Florida or his or her designee. The Audit Committee shall select the corporation's independent auditor in conjunction with the Board of Directors, set the audit plans, review the annual audits, and report on the annual audit to the Board of Directors. In addition, the Audit Committee will provide oversight for the corporation's internal controls.

Section 2. FINANCE COMMITTEE - A Finance Committee composed of the Vice President of Finance and not less than three other members shall be appointed by the President promptly after each annual meeting. The Finance Committee shall prepare a Finance Committee Charter and appropriate amendments thereto, which shall be submitted to the Board of Directors for adoption. The Finance Committee shall be responsible for: providing direction for the Corporation in fiscal responsibility; regularly reviewing the Corporation's investments and other matters related to its continued solvency; ensuring the maintenance of an appropriate capital structure; and overseeing the maintenance of organization-wide assets, including prudent management of the Corporation's investments.

Section 3. DEVELOPMENT COMMITTEE - A Development Committee composed of the Vice President of

Development and not less than three other members shall be appointed by the President promptly after each Annual Meeting. The Development Committee shall prepare a Development Committee Charter and appropriate amendments thereto, which shall be submitted to the Board of Directors for Adoption. The Development Committee shall be responsible for: fundraising, development of donors, and stewardship of donors.

Section 4. MEMBERSHIP & NOMINATING COMMITTEE – A Membership & Nominating Committee composed of the Immediate Past President and not less than three other members shall be appointed by the President promptly after each annual meeting. The Membership & Nominating Committee shall prepare a Membership & Nominating Committee Charter and appropriate amendments thereto, which shall be submitted to the Board of Directors for adoption. The Membership & Nominating Charter shall be responsible for: nominating a slate of officers from the members and working with the State 4-H Resource Development Coordinator/Secretary and other members to seek new members of the Corporation.

Section 5. OTHER COMMITTEES – Such other committees, standing or special, shall be appointed by the President as the Corporation or the Executive Board shall, as appropriate, deem necessary to carry on the work of the Corporation.

Section 6. PRESIDENT'S ROLE ON COMMITTEES - The President shall be a non-voting member of all committees except the Nominating & Membership Committee.

Section 7. PROCEDURES FOR COMMITTEES:

a) The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to executive and other committees and their members.

b) Each committee established pursuant to this Section must have not less than three (3) committee members who shall serve at the pleasure of the Board of Directors provided that any Executive Committee shall at all times include the director who is the designee of the University of Florida.

Neither the designation of any executive or other committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE VIII — VETO

The Dean shall have the power to veto any act or proposed action of the Board, or of any officer,

employee, or member of the Board, that may be contrary to the educational objectives and/or policies of Extension.

ARTICLE IX — BUDGET/EXPENDITURE PLANS/AUDIT

Section 1. The CEO, in cooperation with the Comptroller, shall prepare an annual budget for the Corporation in accordance with all regulations promulgated by the University of Florida Board of Trustees. The proposed budget shall be submitted to the Board for approval at the Board's annual budget meeting. Once approved by the Board, the budget shall be submitted not later than sixty (60) days after the first day of the fiscal year to which the budget relates to the University President or his or her designee for approval and then to the UFBOT for approval and shall become final once approved.

Section 2. An annual audit of the financial accounts of the Corporation shall be conducted by an independent certified public accountant selected by the Board. The audit shall be conducted in accordance with all regulations promulgated by the University of Florida Board of Trustees. The annual audit report and management letter shall be forwarded to the Executive Committee for review and appropriate action and shall also be forwarded to the University President or his or her designee for review not later than the end of the third month following the close of the Corporation's fiscal year.

Section 3. In addition to the budget in Article IX, Section 1, the State Program Leader shall prepare an annual budget of programmatic support for the fiscal year and shall submit it for review and approval by the Board at the Board's annual budget meeting.

ARTICLE X — MEETINGS OF THE DIRECTORS

Section 1. GENERAL - The Board shall hold a minimum of two (2) meetings per year. These meetings shall be held in the State of Florida, at any place and on any date which the Executive Committee shall designate at least fifteen (15) days in advance of the date specified.

Section 2. ANNUAL ORGANIZATIONAL MEETING OF THE DIRECTORS – This meeting shall be for the purposes of electing officers, hearing officer and committee reports, and for all other business as may arise.

Section 3. ANNUAL BUDGET MEETING OF THE DIRECTORS – This meeting shall be for the purposes of reviewing and approving annual budgets, hearing officer and committee reports, and for all other business as may arise.

Section 4. SPECIAL MEETINGS OF THE DIRECTORS - Special meetings of the Board shall be held as appropriate at the discretion of the President or upon written request of three (3) or more members of the Board. These special meetings shall be held at any reasonable time or place determined by the President.

Section 5. NOTICE OF MEETINGS - Each member of the Board shall be responsible for ensuring that

such member maintains a valid e-mail address on record with the Board. Notice of any meetings of the Board, including the annual meeting, shall set forth the time, place and purpose of the meeting and shall be provided to each member of the Board via the e-mail address on record with the Board not less than fifteen (15) days prior to the date of such meeting. Notice of meetings of the Board by regular mail shall be provided only to the extent required by law. Public notice of meetings of the Board or of any committee shall be made as required by Florida law.

Section 6. WAIVER - Notwithstanding the provisions of the foregoing sections except as to public notice, a meeting of the Board that could be deemed invalid by lack of proper notice shall nevertheless constitute a valid and properly noticed meeting if all members of the Board having the right to vote agree to waive the deficient notice.

Section 7. QUORUM and VOTING - A majority of the number of directors shall constitute a quorum for the transaction of business at the annual meeting of the Corporation or any meeting of the Board except for the transaction of business concerning which a different quorum is specifically provided by law, the Articles, or these Bylaws; but in the event a quorum is not present, such meeting may be adjourned by those present until a quorum is obtained. All General Members of the Board shall have equal voting power, and each General Member shall have only one vote per motion presented before the Board. Voting by proxy shall not be permitted. The act of a majority of the voting directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

Section 8. PARTICIPATION BY TELEPHONE - Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation in this manner shall constitute presence in person at the meeting.

Section 9. ORDER OF BUSINESS - The order of business at the annual meeting and at all meetings of the members of the Board shall be:

1) Roll Call;
2) Proof of due notice of meeting;
3) Reading and disposal of minutes;
4) Annual reports of officers and committees;
5) Unfinished business;
6) Determining the election of officers and directors;
7) New business; and
8) Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 10. PUBLIC NOTICE - Public notice of any meeting of the Board of Directors or any committee thereof shall be made as provided by Florida law.

ARTICLE XI — USE OF NAME, PROPERTY, FACILITIES AND PERSONNEL SERVICES of UNIVERSITY OF FLORIDA or 4-H

Section 1. University of Florida - The Corporation shall make no use of the name of the University of Florida, its property, facilities or personnel services without the permission of the University President (or the person designated by the University President to monitor and control the use of the University's resources and name). Even though permission to use any such resources and the University's name may be given, such permission may be withdrawn at any time by the University President or the University President's designee.

Section 2. 4-H NAME and EMBLEM – The Corporation shall comply with all University, IFAS, Extension, and 4-H Youth Development Program policies, as required of any group using the 4-H Name and Emblem.

ARTICLE XII — EMPLOYEES

No employee of the Corporation shall be considered to be an employee of the University of Florida Board of Trustees or the State of Florida solely by virtue of such employment, and each employee, presently or hereafter employed by the Corporation shall sign a written statement acknowledging this fact.

ARTICLE XIII — BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and its committees. The Corporation shall keep at its registered office a record of its members, giving their names and addresses and the class of the membership held by each. The books, records and minutes may be in writing or in any other form capable of being converted into written form within a reasonable time.

Section 2. The books, accounts, and records of the Corporation shall be open to inspection by the Board at all times.

Section 3. Public access to the Corporation's records shall be governed by the relevant Florida Statutes and the Corporation's Policy on Disclosure of Records.

ARTICLE XIV — SEAL

The corporate seal shall have inscribed thereon the name of the Corporation; the year of its incorporation and words "corporation not for profit."

ARTICLE XV — EXECUTION OF INSTRUMENTS

When necessary for, or expedient to, the conduct of any phase of the business of the Corporation, the Board may authorize in writing an agent, officer, or employee of the Corporation to negotiate and execute, on behalf of the Corporation, any special contract, conveyance, agreement, or other instrument; or any of a specified kind of the preceding. These above-mentioned contracts, etc., executed by the agent, in the absence of the Elected Officers or CEO, need not have the seal of the Corporation affixed.

ARTICLE XVI — PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may duly adopt.

ARTICLE XVII — AMENDMENTS

If notice of the character of the amendment proposed has been given in writing 30 days prior to a meeting, these Bylaws may be altered or amended at any regular or special meeting of the members by the affirmative vote of a two-thirds majority of the members of the Board present. Any such amendments made at a special or regular meeting of the Board are subject to the review and approval of the President of the University and the Chair of the UFBOT with notice to the Vice Chair before taking effect.[3]

ARTICLE XVIII— MISCELLANEOUS

Section 1. REVIEW OF MISSION - The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it is in furtherance of the interests of the University of Florida.

Section 2. FURTHER COMPLIANCE - The Corporation shall at all times comply with the provisions of Rule 6C1-1.300, the Board of Trustees Internal Operating Memorandum 07-20 and UFBOT Governance Enhancement Standards adopted on December 7, 2018, and any amendments to any of the foregoing.

Section 3. WRITTEN POLICIES – The Corporation shall have written policies on ethics, conflicts of interest, personnel, discrimination and sexual harassment.

Section 4. NON-DISCRIMINATION – The Corporation will not discriminate based upon race, creed, color, religion, age, disability, sex, sexual orientation, marital status, national origin, political opinions or affiliations and veteran status under the Vietnam Era Veterans' Readjustment Assistance Act.

Section 5. CONFLICT OF INTEREST - No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or a committee.

c) common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

Section 6. DEFINITIONS - "For cause" shall mean consistent poor performance or actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or the University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida at any time and need not depend on the conclusion of any external determination or process.

References

1. University of Florida Internal Operating Memorandum 07-20, Revised Nov. 30, 2007. Section II, G (6)
2. University of Florida Internal Operating Memorandum 07-20, Revised Nov. 30, 2007. Section II, G (7)
3. UFBOT Governance Enhancement Standards adopted December 7, 2018.