



**USF Board of Trustees
Governance Committee**

Tuesday, May 14, 2024
Microsoft Teams Meeting

Trustees: Will Weatherford, Chair; Sandra Callahan, Michael Carrere, Mike Griffin, Melissa Seixas

A G E N D A

- I. Call to Order and Welcome Chair Will Weatherford
- II. Public Comments Subject to USF Procedure
- III. New Business – Action Items
 - a. [Approval of February 27, 2024, Minutes](#) Chair Weatherford
 - b. [USF Research Foundation, Inc. Board of Directors](#) Chair Weatherford
 - c. [USF Alumni Association Board of Directors](#) Chair Weatherford
 - d. [USF St. Petersburg Campus Board Members](#) Chair Weatherford
 - e. [USF Intercollegiate Athletics Association Bylaws](#) Sr. Associate General Counsel,
Joel Londrigan
- IV. Adjournment Chair Weatherford



**USF Board of Trustees
Governance Committee
Meeting Minutes
Tuesday, February 27, 2024**

Trustees: Will Weatherford, Chair; Sandra Callahan, Michael Carrere, Mike Griffin, Melissa Seixas

Call to Order and Welcome

Chair Will Weatherford welcomed everyone and convened the BOT Governance Committee meeting. He asked Kiara Gayle to call the roll.

Kiara Gayle called the roll.

Trustee Sandy Callahan
Trustee Mike Carrere
Trustee Mike Griffin
Trustee Malissa Seixas – Did not participate.
Trustee Will Weatherford

Public Comments Subject to USF Procedure

Having no public comments Chair Weatherford proceeded with the meeting.

New Business – Action Items

Approval of November 16, 2023, Minutes

Having no questions or revisions to the minutes, Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded, and unanimously approved.

**Acceptance of Performance-Based Funding (PBF) and
Preeminence Data Integrity Audit &
Approval of Data Integrity Certification**

Chair Weatherford commented on the item and introduced Executive Director Virginia Kalil.

This is to consider the acceptance of the approval of the PBF and the preeminence, data integrity and audit certification. This item was presented and approved last week to the Audit and Compliance Committee to comply with the Board of Governors deadline. The Governance Committee is acting on behalf of the full board in this because of our due date and timeline.

Executive Director Virginia Kalil presented and provided a summary of what was discussed at the previous Audit & Compliance Committee meeting.

Trustee Callahan commented that the Audit and Compliance Committee has reviewed the full report that was provided and found it to be quite comprehensive. The committee agreed to accept the audit and approved the certification.

Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded, and unanimously approved.

President Rhea Law commented that it's a great day to be a Bull! She was proud to announce that the USF Cyber Herd cyber security team, that started less than a year ago, recently won the Southeastern Regionals and will compete in the Nationals.

Having no further business Chair Weatherford adjourned the meeting.

Agenda Item: III.b.

USF Board of Trustees
May 14, 2024

Issue: Direct Support Organization Board Membership

Proposed action: Approve an Appointment and a Reappointment of Direct Support Organization Board Members for the USF Research Foundation, Inc.

1. Dr. Giti Javidi
 2. Harry Venezia
-

Executive Summary:

Per Florida Statute Section 1004.28 and USF System Regulation 13.002, the USF Board of Trustees must approve members of Direct Support Organizations' Boards of Directors. The Research Foundation Bylaws provide for membership by two members of the University's faculty who are nominated to the Board by the University's President.

1. This is a request to approve the appointment of Dr. Giti Javidi as a member of the USF Research Foundation Board of Directors in one of the faculty member positions.

Dr. Giti Javidi is a leader in the field of cybersecurity, currently serving as a Professor of Cybersecurity at the School of Information Systems and Management within the Muma College of Business. She also serves as the academic director of the Information Assurance and Cybersecurity Management undergraduate program, shaping the next generation of cybersecurity and AI professionals. With an illustrious career spanning over many years, she brings a wealth of expertise and experience to her role.

Dr. Javidi frequently shares her insights as an invited speaker at various local, regional, national and international conferences and events. Prior to joining USF in 2016, she held a position as a Professor of Computer Science at College of Engineering, Virginia State University. To remain relevant in the constantly shifting technology landscape, she continually pushes the boundaries of interdisciplinary collaboration exploring new avenues and approaches to address emerging cybersecurity and AI challenges.

Dr. Javidi's research interests cover areas such as Applied Artificial Intelligence in Cybersecurity, Cybersecurity Solutions for Secure Smart Devices, Cybersecurity Intrusion Detection and Incident Response, and Cybersecurity Policy and Governance. Her research has been published in leading journals, and she has been awarded a number of prestigious grants from external agencies including NSF, NASA, Google and Microsoft.

At USF, Dr. Javidi leads the Applied Research Collaborative (ARC) lab on the Sarasota-Manatee campus, fostering an environment where interdisciplinary faculty, students, and industry partners collaborate on cutting-edge research and on-demand training initiatives. Her most recent impactful contributions in the region have been acknowledged with several prestigious awards, including the 2017 and 2020 Sarasota Women of Influence Awards, and the 2018 USF Women in Leadership and Philanthropy Award. Dr. Giti Javidi's remarkable leadership in AI and cybersecurity continue to make a profound impact on both academia and the broader community.

In addition to appointed and ex officio members, the Research Foundation Bylaws provide for two members of the University's faculty who are nominated to the Board by the University's President as well as a maximum of ten additional persons, to include non-USF employees, who are each nominated to the Board by the USF Research Senior Vice President.

2. This is a request to approve the reappointment of Harry Venezia as a non-USF member of the USF Research Foundation Board of Directors.

Harry Venezia serves as Managing Director of boutique healthcare investment bank HealthCare Capital Advisors focused on the financial needs of biotechnology, medical device, and healthcare IT service sector clients. The founders and principals have raised over half a billion dollars for clients in more than 20 private and public transactions. Available sources of capital allow for equity raise and/or debt growth capital from nearly 600 venture capitalists, private equity funds, angel networks, hedge funds, venture leasing funds and other sources of professional equity and debt.

Mr. Venezia is actively engaged in the regional start-up community, serving on boards of directors and mentoring leadership teams.

Financial Impact: No financial impact

Strategic Goal(s) Item Supports:

BOT Committee Review Date:

Supporting Documentation Online (*please circle*): Yes

No

Prepared by: Allison Madden, Corporate Secretary, USF Research Foundation

Agenda Item: III.c.

USF Board of Trustees
May 14, 2024

Issue: Direct Support Organization (DSO) submission of new or renewed USF Alumni Association Board of Directors for terms starting on July 1, 2024.

Proposed action: Review and approval of the new or renewed USF Alumni Association Board of Directors for terms starting on July 1, 2024.

Executive Summary:

The following new and renewed USF Alumni Association Board of Directors have been selected in accordance with the Association's bylaws, and now are being presented for consideration and approval of the USF Board of Trustees' Governance Committee.

New Board of Directors for Fiscal Year 2025:

1. Patricia Brutus - Director

- a. President of Tampa USF Ambassadors
- b. Biology major, college of arts and sciences
- c. Expected graduation in May 2025

2. Joanna Cheshire – Director

- a. BA 2006, MPA 2012
- b. Chief of Staff, Pasco County, Florida
- c. Member of Pasco Country Alumni Chapter

3. Erica Daley – Director

- a. BA 1996, technical writing
- b. Chief Executive Officer, EDB collective
- c. USF Black Alumni Society executive board since 2017
- d. USF Alumni Association volunteer of the year - 2021
- e. USF Black Leadership Network/Erica G.D. Daley Scholarship

4. Sumit Jadhav - Director

- a. USF Student Body Vice president
- b. Computer sciences major, college of engineering
- c. Expected graduation in May 2025

5. Spencer Montgomery – Director

- a. BA 2011, communications
- b. Financial representative, Northwestern Mutual
- c. Former Senior Vice President of Sigma Nu Educational Foundation
- d. Former USF Tampa student body vice president

6. Andy Taylor – Director

- a. BA 2009, political science
- b. Regional Affairs Manager – Tampa Electric
- c. Former Legislative Aide, Pasco County Government
- d. Chapter president, USF Pasco Country Alumni Chapter

Renewed Board of Directors for Fiscal Year 2025:

7. Diana Michel – Director

- a. BS 1988, Business Administration
- b. President, Michel Sports Marketing
- c. Member, USF Sarasota Manatee campus board
- d. Former President of Sarasota-Manatee Alumni Chapter

8. Luz Randolph – Director

- a. BA 2006, Interpersonal & Organizational Communication
MED 2008, Curriculum & Instruction
- b. Senior Vice President and Executive Director, City Year Baton Rouge
- c. Former Associate Vice Provost for Diversity, Louisiana State University
- d. Former USF employee

9. Verlon Salley – Director

- a. Attended USF 1994-1997
- b. Vice President of Community Health Equity, University of Alabama
Birmingham Health System
- c. Co-founder of the USFAA Black Alumni Society

Renewed Board of Directors' Officers for Fiscal Year 2025:

10. Sally Dee - Chair

- a. BS 1994, Special Education, MBA 2011
- b. President, Playbook Public Relations
- c. Former USF Golf student athlete and coach
- d. Current USFAA Board member

11. Mark Giddarie – Treasurer

- a. MS 2017, Entrepreneurship and Applied Technologies, Ph.D. Business
Administration 2020
- b. President and CEO, AQUIPMED Global Procurement Solutions
- c. President and Owner, Alpha Eagle Aviation

- d. Adjunct Instructor, USF Muma College of Business
- e. Current USFAA Board member

12. Balaji Ramadoss – Secretary

- a. MSEE 2003, Electrical Engineering, Ph.D. Electrical Engineering 2014
- b. Founder & CEO, Edgility – Cognitive Healthcare
- c. Former Associate Professor for the College of Pharmacy at USF
- d. Current USFAA Board member

13. Juan Soltero – Vice-Chair

- a. BA 2010, Political Science & Government
- b. Vice President, Estate Servicing Operations Client Experience Leader, Bank of America Corporation
- c. First Hispanic to be elected USF student body president (2009)
- d. Current USFAA Board member

14. Christine Turner – Past Chair

- a. BA 1997, Public Relations
- b. President and CEO, ChappellRoberts
- c. Current USFAA Board member

Ex-Officio Positions for Fiscal Year 2025:

1. Jay Stroman – Director

- a. Senior Vice President, University Advancement and Alumni Affairs, and CEO of USF Foundation
- b. Current USFAA Board member

2. Bill McCausland – Director (non-voting)

- a. Vice President and Executive Director, USF Alumni Association
- b. Current USFAA Board member (non-voting)

Financial Impact: None.

Strategic Goal(s) Item Supports:

BOT Committee Review Date:

Supporting Documentation Online (*please circle*): No

Prepared by: Bill McCausland, Vice President and Executive Director of the USF Alumni Association.

Agenda Item: III.d.

USF Board of Trustees
May 14, 2024

Issue: St. Petersburg Campus Board Membership

Proposed action: Approve the reappointment of two St. Petersburg Campus Board Members

Executive Summary:

The Board of Trustees shall Re-Appoint members to the Campus Board, from recommendations of the President.

St. Petersburg Campus Board Re-Appointment for Debbie Nye Sembler:

Debbie Nye Sembler is a former member of the USF Board of Trustees and former chair of the USF St. Petersburg Campus Board. She also served on the USF Presidential Search Committee and the USF Consolidation Task Force. Debbie is an active supporter of educational and civic causes across the Tampa Bay community, including serving on the board of the USF Foundation. She served in the past on the All Children's Hospital, the Florida Governor's Mansion Foundation, Shorecrest Preparatory School and Temple Beth-el. In addition to her work with USF, she is a member of the Florida Holocaust Museum Advisory Board and is also involved with Academy Prep. Sembler is a resident of Pinellas County.

A University of Florida graduate with a B.A. in journalism and marketing, Sembler's professional career included serving as the Director of the Bahamas News Bureau for NW Ayer in New York; serving as senior account executive on the Hong Kong and Mexico accounts for Hill and Knowlton; and the Director of Public Relations for the Wyndham Hotel Seaworld in Orlando. She was also the first director of marketing for Old Hyde Park Village.

St. Petersburg Campus Board Re-Appointment for Vice Chair G. Scott Goyer:

G. Scott Goyer
President/CEO, YMCA of the Suncoast
September 2000 - Present

The YMCA of the Suncoast serves nearly 100,000 men, women and children per year in Central and North Pinellas, West Pasco, Hernando and Citrus Counties.

Career:

- 1997-2000 – Senior Vice President/COO – YMCA of Greater St. Paul
- 1994-1996 – Vice President/MRC Director – YMCA of Middle Tennessee
- 1991-1996 – Center Executive Director – Green Hills Family Center YMCA, Nashville, TN
- 1988-1991 – Associate Executive Director – Marin Branch YMCA, San Rafael, CA
- 1983-1988 – Executive Director – Colerain Branch YMCA, Cincinnati, OH
- 1981-1983 – Program Director – Powel Crosley, Jr. Branch YMCA, Cincinnati, OH
- 1980-1981 – Student Intern – Metropolitan YMCA of Hartford

Education: Bachelor's Degree from Springfield College

Community Service:

- Florida State YMCA Alliance Board
- Clearwater Rotary Club Member
- EAF National Board
- YMCA Champions for Child Protection
- Board Member of Amplify Clearwater (Chamber of Commerce)
- USF/St. Pete Campus Board Vice Chair

Attend Calvary Church

Strategic Goal(s) Item Supports:

BOT Committee Review Date: Governance Committee, May 14, 2024

Supporting Documentation Online (*please circle*): Yes

No

Prepared by: USF St. Petersburg

Agenda Item: III.e.

USF Board of Trustees
May 14, 2024

Issue: Amended Bylaws for USF Intercollegiate Athletic Association (USFIAA)

Proposed action:

Recommending approval of changes to the bylaws approved by the USFIAA Board of Directors on 4/11/2024.

Executive Summary:

The USFIAA Bylaws were amended on 4/11/2024 by the Board of Directors to include clarifying language to address certain requirements contained in the University's DSO Regulation (USF Reg. 13.002). In addition, there are three substantive changes in the bylaws surrounding the minimum number of directors, the appointment of the initial chairperson, and the procedure for resolving a voting tie.

Financial Impact: n/a

Strategic Goal(s) Item Supports:

BOT Committee Review Date: Governance Committee, May 14, 2024

Supporting Documentation Online (please circle):

Yes

No

Prepared by: Joel Londrigan, Sr. Associate General Counsel

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BYLAWS

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OF

USF INTERCOLLEGIATE ATHLETIC ASSOCIATION, INC.

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**A University Direct-Support Organization of the
University of South Florida**

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Adopted by Board of Directors on _____, 2023 April 11, 2024

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Confirmed by USF Board of Trustees on _____, 2023 2024

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**BYLAWS
OF
USF Intercollegiate Athletic Association, Inc.**

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**BYLAWS
OF
USF Intercollegiate Athletic Association, Inc.**

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**ARTICLE 1
NAME**

The name of the Corporation shall be USF Intercollegiate Athletic Association, Inc., a Florida not for profit corporation (the "Corporation"). The Corporation shall maintain a registered office in the State of Florida and a registered agent at such office and may have other offices within or without the state.

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**ARTICLE 2
MEMBERS**

The Corporation's sole member shall be the University of South Florida Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University of South Florida, herein referred to as "Member."

**ARTICLE 3
BOARD OF DIRECTORS**

SECTION 3.1 General Powers. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors (the "Board of Directors") subject only to applicable law and the limitations contained in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and these Bylaws and the powers and duties reserved to the University of South Florida Board of Trustees (the "Board of Trustees") and the President of the University of South Florida (the "University") or designee in regard to this Corporation. The Board of Directors shall have the authority to adopt policy for the Corporation, consistent with the Articles of Incorporation and these Bylaws.

SECTION 3.2 Reserved Powers. The President of the University or designee shall have the following specific powers and duties with regard to this Corporation:

- (a) To monitor and control the use of the University's resources by this Corporation;
- (b) To control the use of the University name by this Corporation;
- (c) To monitor compliance of this Corporation with federal and state laws;
- (d) To recommend to the Board of Directors an annual budget of this Corporation; and

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(e) To review and approve quarterly expenditure plans of this Corporation.

SECTION 3.3 Number. The Board of Directors shall consist of at least ~~five~~four but no more than seven directors.

SECTION 3.4 Appointment of Directors and Tenure. The directors of the Corporation shall be appointed in the following manner:

(1) One director shall be selected and appointed by the Chairperson of the University's Board of Trustees; ~~pursuant to Florida Statutes Section 1004.28(3);~~

(2) One director shall be either the President of the University or the designee of the President of the University, pursuant to Florida Statutes Section 1004.28(3);

(3) One director shall be selected and appointed by the Senior Vice President of the USF Foundation (or equivalent position);

(4) One director shall be selected and appointed by the Executive Vice President and Provost (or equivalent position);

(5) Up to three directors appointed by the University Vice President for Athletics.

Terms of office of the members of the Board of Directors shall be four years in length. Members are eligible for reappointment. If a director is appointed to fill a vacancy before the end of the term of their predecessor, such director shall serve for the remainder of the term of the director being replaced. Except as set forth in 3.4(1) and 3.4(2) above, all other directors shall be approved by the University's Board of Trustees.

SECTION 3.5 Removal of Directors. A director may resign at any time by submitting a written resignation to the Board of Directors or its Chairperson or to the Corporation. The appointees of each person may be removed as a Director, without cause, by the appointing person.

SECTION 3.6 Conflicts and Duality 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 is 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 that authorized, approved or ratified such contract or transaction, or because his, her, or their votes are counted for such purpose, if the contract or transaction is approved in compliance with the provisions of Section 617.0832 of the Florida Not For Profit Corporation Act, or any successor provision.

SECTION 3.7 Conflict of Interest Policy. The Board of Directors shall adopt and keep in full force and effect a substantial conflict of interest policy for its directors and principal officers in accordance with rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

SECTION 3.8 Directors' Meetings. An annual meeting of the Board of Directors shall be held within the State of Florida at 3:00 p.m. on the second Tuesday of November of each year, or on such other date as the Board of Directors shall designate. Regular meetings of the Board of Directors may be held, with or without notice, at such time and place as from time to time shall be determined by the Chairperson of the Board or by the Executive Director. Special meetings of the Board of Directors may be called by the Chairperson of the Board or the Executive Director or Secretary of the Corporation or any two directors. Unless waived as provided by statute, written notice of the time and place of special meetings of the Board of Directors shall be

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given to each director either by personal delivery or by mail, facsimile, telegram or email at least three days before the meeting.

Members of the Board may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

At all meetings of the Board of Directors, the presence of a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Unless otherwise required by the Articles of Incorporation, these Bylaws or Florida Statutes, the act of a majority of the directors present shall be the act of the Board of Directors. ~~In the event there is a deadlock among the directors present at a meeting at which a quorum is present with respect to an act being considered by the Board of Directors, then such deadlock shall be resolved by the vote of the then serving Chairperson, in which case the vote of the Chairperson shall be determinative and deemed to be the act of the Board of Directors. However, in the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.~~

ARTICLE 4 OFFICERS

SECTION 4.1 Officers. The officers of this Corporation shall be a Chairperson, an Executive Director, a Secretary-Treasurer and such other officers as may be determined by the Board of Directors. With the exception of the Executive Director and the Secretary-Treasurer, only members of the Board of Directors of the Corporation may be appointed as an officer of the Corporation pursuant to this Article 4. All officers shall have such authority and perform such duties as described below:

(1) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors.

(2) Executive Director. The Executive Director shall be responsible for the general, day-to-day management of the affairs of the Corporation. The Executive Director shall be responsible for the maintenance and management of the Corporation's activities and personnel and will have such authority and responsibility as may be prescribed by resolution of the Board of Directors.

(3) Secretary-Treasurer. The Secretary-Treasurer shall keep full and accurate minutes for all meetings of the Board of Directors and the Executive Committee, shall transmit all notices required by these Bylaws as may be amended and may sign documents with the Executive Director in the name of the Corporation. The Secretary-Treasurer shall have charge of all official records of the Corporation that shall be at all reasonable times open to examination of any director and shall in general perform all duties incident to management of the office of Secretary-Treasurer for the Board of Directors. The Secretary-Treasurer shall be a member of the Finance Committee, if any, of the Corporation, shall present the financial statements of the Corporation to the Board of Directors at each regular meeting of the Board of Directors and at such other times as the Board of Directors may determine. The Secretary-Treasurer shall ascertain that a full and accurate account is made of all monies received and paid out on accounts administered by the Corporation.

SECTION 4.2 Election, Appointment and Term of Office. ~~The initial Chairperson of the Board of Directors shall be the director appointed by the Chairperson of the Board of Directors, Trustees for the University of South Florida and shall serve until the first annual meeting of the Board of Directors. Each succeeding Chairperson shall be elected by the Board of Directors at the organizational and annual meetings of the Board. The Executive Director and the Secretary-Treasurer shall be appointed by the University President or designee. Other officers of the Corporation shall be elected as necessary by the Board of Directors at the annual meeting. The Executive Director and the Secretary-Treasurer shall hold office until his or her successor shall have~~

been appointed or until his or her death, resignation or removal from office and each of the other officers shall serve terms of one year, each commencing immediately following their election or appointment.

SECTION 4.3 Removal. Any officer may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. The Secretary-Treasurer and the Executive Director may be removed with or without cause by the University President or designee.

SECTION 4.4 Vacancies. A vacancy in any office, other than Executive Director and the Secretary-Treasurer, because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors. A vacancy in the office of Executive Director or Secretary-Treasurer shall be filled by the University President, or designee.

SECTION 5.1 Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, each to consist of one or more of the directors of the Corporation.

SECTION 5.2 Executive Committee. The Executive Committee, if there shall be one, shall consult with and advise the officers of the Corporation in the management of its business and shall have and may exercise to the extent provided in the resolution of the Board of Directors creating such Executive Committee such powers of the Board of Directors as can be lawfully delegated by the Board. The Director appointed by the Chair of the Board of Trustees and the President of the University (or the designee of the President of the University) shall also serve as members of the Executive Committee in accordance with Florida Statutes Section 1004.28(3).

SECTION 5.3 Other Committees. Such other committees shall have such functions and may exercise the powers of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 5.4 Meetings of Committees. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two days' notice to each of the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or by mail, facsimile, telegram or email.

SECTION 5.5 Vacancies on Committees. Vacancies on the Executive Committee or on such other committees shall be filled by the Board of Directors then in office at any regular or special meeting except that if the vacancy on the Executive Committee is with respect to the director appointed by the Chair of the Board of Trustees, then the Chair of the Board of Trustees shall designate a replacement.

SECTION 5.6 Minutes of Committees. The Executive Committee, if there shall be one, and such other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

SECTION 6.1 Indemnification. The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Section 6.1 shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this

Section 6.1 shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

These Bylaws may be amended by the vote of a majority of the Board of Directors of this Corporation, but only if confirmed by the Board of Trustees of the University after submission to them by the President of the University.

ARTICLE 8

QUARTERLY EXPENDITURE PLANS AND ANNUAL OPERATING BUDGETS

SECTION 8.1 Quarterly Expenditure Plans. This Corporation shall prepare and submit to the President of the University or designee, no later than the first day of each quarter of the Corporation's fiscal year, a quarterly expenditure plan which shall be approved by the President of the University or designee, that delineates planned actions that would cause a commitment of University resources or represent a significant commitment of the resources of this Corporation, including:

- (a) capital projects, including land acquisition, construction, renovation or repair;
- (b) compensation and benefits to University employees and employees of the Corporation; and
- (c) other major commitments of the resources of this Corporation.

SECTION 8.2 Operating Budgets. Operating budgets of the Corporation shall be prepared at least annually, approved by the Board of Directors and presented by the President of the University to the University's Board of Trustees for review and approval.

SECTION 8.3 Prohibited Gifts. This Corporation is prohibited from giving, either directly or indirectly, any gift to a political committee, as defined in Florida Statutes Section 106.011, for any purpose pursuant to Florida Statutes Section 1004.28(4).

ARTICLE 9

FISCAL YEAR AND FINANCIAL AUDITS

SECTION 9.1 Fiscal Year. The fiscal year of the Corporation shall be the period ending on June ~~30~~^{30th} of each year.

SECTION 9.2 Financial Audits. After the close of each fiscal year, the Corporation shall cause a financial audit of its accounts and records to be conducted by an (i) independent certified public accountant pursuant to Section 1004.28, Florida Statutes, as may be amended or supplemented, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45, Florida Statutes, as may be amended or supplemented; and (ii) the University's Board of Trustees. The Corporation shall also engage the USF Office of Internal Audit to perform independent and objective internal audits and investigative services in accordance with professional standards. The Corporation shall submit the annual audit report to the President of the University for transmittal to the University Board of Trustees, the Board of Governors, and the Auditor General within nine months after the end of the fiscal year in accordance with Florida Statutes Section 1004.28(5). In addition, the Corporation shall provide a copy of its federal Application for Recognition of Exception (form 1023) and each year shall provide a copy of its Form 990, Return of Organization Exempt from Federal Income Tax, to the President of the University and the State Board of Education and/or the Board of Governors, as required by applicable laws of the State of Florida.

EMPLOYEES

Any person employed by the Corporation shall not be considered an employee of the State of Florida or an employee of the University by virtue of their employment by the Corporation. The Corporation shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or natural origin.

The most recent edition of "Roberts Rules of Order" shall be followed in conducting the meetings of the Board of Directors, unless otherwise provided in these bylaws.

ARTICLE 12
POLICIES

The Corporation shall adopt the following policies and certify to the University's Board of Trustees that the following policies have been adopted and reviewed on an annual basis:

- (a) Florida Code of Ethics for Public Officer and Employees; Compliance Disclosures;
- (b) Delegations of General Authority and Signatory Authority Policy;
- (c) Internal Control Policy and Office of Internal Audit Policy;
- (d) Diversity and Equal Opportunity-Discrimination and Harassment Policy;
- (e) USF Public Relations Activities Policy;
- (f) Expenditure Policy;
- (g) Travel Policy;

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BYLAWS
OF
USF INTERCOLLEGIATE ATHLETIC ASSOCIATION, INC.
A University Direct-Support Organization of the
University of South Florida

Adopted by Board of Directors on April 11, 2024
Confirmed by USF Board of Trustees on _____, 2024

**BYLAWS
OF
USF Intercollegiate Athletic Association, Inc.**

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**BYLAWS
OF
USF Intercollegiate Athletic Association, Inc.**

**ARTICLE 1
NAME**

The name of the Corporation shall be USF Intercollegiate Athletic Association, Inc., a Florida not for profit corporation (the "Corporation"). The Corporation shall maintain a registered office in the State of Florida and a registered agent at such office and may have other offices within or without the state.

**ARTICLE 2
MEMBERS**

The Corporation's sole member shall be the University of South Florida Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University of South Florida, herein referred to as "Member."

**ARTICLE 3
BOARD OF DIRECTORS**

SECTION 3.1 General Powers. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors (the "Board of Directors") subject only to applicable law and the limitations contained in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and these Bylaws and the powers and duties reserved to the University of South Florida Board of Trustees (the "Board of Trustees") and the President of the University of South Florida (the "University") or designee in regard to this Corporation. The Board of Directors shall have the authority to adopt policy for the Corporation, consistent with the Articles of Incorporation and these Bylaws.

SECTION 3.2 Reserved Powers. The President of the University or designee shall have the following specific powers and duties with regard to this Corporation:

- (a) To monitor and control the use of the University's resources by this Corporation;
- (b) To control the use of the University name by this Corporation;
- (c) To monitor compliance of this Corporation with federal and state laws;
- (d) To recommend to the Board of Directors an annual budget of this Corporation; and
- (e) To review and approve quarterly expenditure plans of this Corporation.

SECTION 3.3 Number. The Board of Directors shall consist of at least four but no more than seven directors.

SECTION 3.4 Appointment of Directors and Tenure. The directors of the Corporation shall be appointed in the following manner:

- (1) One director shall be selected and appointed by the Chairperson of the University's Board of Trustees pursuant to Florida Statutes Section 1004.28(3);

- (2) One director shall be either the President of the University or the designee of the President of the University, pursuant to Florida Statutes Section 1004.28(3);
- (3) One director shall be selected and appointed by the Senior Vice President of the USF Foundation (or equivalent position);
- (4) One director shall be selected and appointed by the Executive Vice President and Provost (or equivalent position);
- (5) Up to three directors appointed by the University Vice President for Athletics.

Terms of office of the members of the Board of Directors shall be four years in length. Members are eligible for reappointment. If a director is appointed to fill a vacancy before the end of the term of their predecessor, such director shall serve for the remainder of the term of the director being replaced. Except as set forth in 3.4(1) and 3.4(2) above, all other directors shall be approved by the University's Board of Trustees.

SECTION 3.5 Removal of Directors. A director may resign at any time by submitting a written resignation to the Board of Directors or its Chairperson or to the Corporation. The appointees of each person may be removed as a Director, without cause, by the appointing person.

SECTION 3.6 Conflicts and Duality 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 is 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 that authorized, approved or ratified such contract or transaction, or because his, her, or their votes are counted for such purpose, if the contract or transaction is approved in compliance with the provisions of Section 617.0832 of the Florida Not For Profit Corporation Act, or any successor provision.

SECTION 3.7 Conflict of Interest Policy. The Board of Directors shall adopt and keep in full force and effect a substantial conflict of interest policy for its directors and principal officers in accordance with rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

SECTION 3.8 Directors' Meetings. An annual meeting of the Board of Directors shall be held within the State of Florida at 3:00 p.m. on the second Tuesday of November of each year, or on such other date as the Board of Directors shall designate. Regular meetings of the Board of Directors may be held, with or without notice, at such time and place as from time to time shall be determined by the Chairperson of the Board or by the Executive Director. Special meetings of the Board of Directors may be called by the Chairperson of the Board or the Executive Director or Secretary of the Corporation or any two directors. Unless waived as provided by statute, written notice of the time and place of special meetings of the Board of Directors shall be given to each director either by personal delivery or by mail, facsimile, telegram or email at least three days before the meeting.

Members of the Board may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

At all meetings of the Board of Directors, the presence of a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Unless otherwise required by the Articles of Incorporation, these Bylaws or Florida Statutes, the act of a majority of the directors present shall be the act of the Board of Directors. In the event there is a deadlock among the directors present at a meeting at which

a quorum is present with respect to an act being considered by the Board of Directors, then such deadlock shall be resolved by the vote of the then serving Chairperson, in which case the vote of the Chairperson shall be determinative and deemed to be the act of the Board of Directors. However, in the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.

ARTICLE 4 OFFICERS

SECTION 4.1 Officers. The officers of this Corporation shall be a Chairperson, an Executive Director, a Secretary-Treasurer and such other officers as may be determined by the Board of Directors. With the exception of the Executive Director and the Secretary-Treasurer, only members of the Board of Directors of the Corporation may be appointed as an officer of the Corporation pursuant to this Article 4. All officers shall have such authority and perform such duties as described below:

(1) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors.

(2) Executive Director. The Executive Director shall be responsible for the general, day-to-day management of the affairs of the Corporation. The Executive Director shall be responsible for the maintenance and management of the Corporation's activities and personnel and will have such authority and responsibility as may be prescribed by resolution of the Board of Directors.

(3) Secretary-Treasurer. The Secretary-Treasurer shall keep full and accurate minutes for all meetings of the Board of Directors and the Executive Committee, shall transmit all notices required by these Bylaws as may be amended and may sign documents with the Executive Director in the name of the Corporation. The Secretary-Treasurer shall have charge of all official records of the Corporation that shall be at all reasonable times open to examination of any director and shall in general perform all duties incident to management of the office of Secretary-Treasurer for the Board of Directors. The Secretary-Treasurer shall be a member of the Finance Committee, if any, of the Corporation, shall present the financial statements of the Corporation to the Board of Directors at each regular meeting of the Board of Directors and at such other times as the Board of Directors may determine. The Secretary-Treasurer shall ascertain that a full and accurate account is made of all monies received and paid out on accounts administered by the Corporation.

SECTION 4.2 Election, Appointment and Term of Office. The initial Chairperson of the Board of Directors shall be the director appointed by the Chairperson of the Board of Trustees of the University of South Florida and shall serve until the first annual meeting of the Board of Directors. Each succeeding Chairperson shall be elected by the Board of Directors at the annual meetings of the Board. The Executive Director and the Secretary-Treasurer shall be appointed by the University President or designee. Other officers of the Corporation shall be elected as necessary by the Board of Directors at the annual meeting. The Executive Director and the Secretary-Treasurer shall hold office until his or her successor shall have been appointed or until his or her death, resignation or removal from office and each of the other officers shall serve terms of one year, each commencing immediately following their election or appointment.

SECTION 4.3 Removal. Any officer may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. The Secretary-Treasurer and the Executive Director may be removed with or without cause by the University President or designee.

SECTION 4.4 Vacancies. A vacancy in any office, other than Executive Director and the Secretary-Treasurer, because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors. A vacancy in the office of Executive Director or Secretary-Treasurer shall be filled by the University President, or designee.

ARTICLE 5 COMMITTEES

SECTION 5.1 Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, each to consist of one or more of the directors of the Corporation.

SECTION 5.2 Executive Committee. The Executive Committee, if there shall be one, shall consult with and advise the officers of the Corporation in the management of its business and shall have and may exercise to the extent provided in the resolution of the Board of Directors creating such Executive Committee such powers of the Board of Directors as can be lawfully delegated by the Board. The Director appointed by the Chair of the Board of Trustees and the President of the University (or the designee of the President of the University) shall also serve as members of the Executive Committee in accordance with Florida Statutes Section 1004.28(3).

SECTION 5.3 Other Committees. Such other committees shall have such functions and may exercise the powers of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 5.4 Meetings of Committees. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two days' notice to each of the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or by mail, facsimile, telegram or email.

SECTION 5.5 Vacancies on Committees. Vacancies on the Executive Committee or on such other committees shall be filled by the Board of Directors then in office at any regular or special meeting except that if the vacancy on the Executive Committee is with respect to the director appointed by the Chair of the Board of Trustees, then the Chair of the Board of Trustees shall designate a replacement.

SECTION 5.6 Minutes of Committees. The Executive Committee, if there shall be one, and such other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE 6 INDEMNIFICATION

SECTION 6.1 Indemnification. The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Section 6.1 shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Section 6.1 shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE 7 AMENDMENT

These Bylaws may be amended by the vote of a majority of the Board of Directors of this Corporation, but only if confirmed by the Board of Trustees of the University after submission to them by the President of the University.

ARTICLE 8
QUARTERLY EXPENDITURE PLANS AND ANNUAL OPERATING BUDGETS

SECTION 8.1 Quarterly Expenditure Plans. This Corporation shall prepare and submit to the President of the University or designee, no later than the first day of each quarter of the Corporation's fiscal year, a quarterly expenditure plan, which shall be approved by the President of the University or designee, that delineates planned actions that would cause a commitment of University resources or represent a significant commitment of the resources of this Corporation, including:

- (a) capital projects, including land acquisition, construction, renovation or repair;
- (b) compensation and benefits to University employees and employees of the Corporation; and
- (c) other major commitments of the resources of this Corporation.

SECTION 8.2 Operating Budgets. Operating budgets of the Corporation shall be prepared at least annually, approved by the Board of Directors and presented by the President of the University to the University's Board of Trustees for review and approval.

SECTION 8.3 Prohibited Gifts. This Corporation is prohibited from giving, either directly or indirectly, any gift to a political committee, as defined in Florida Statutes Section 106.011, for any purpose pursuant to Florida Statutes Section 1004.28(4).

ARTICLE 9
FISCAL YEAR AND FINANCIAL AUDITS

SECTION 9.1 Fiscal Year. The fiscal year of the Corporation shall be the period ending on June 30th of each year.

SECTION 9.2 Financial Audits. After the close of each fiscal year, the Corporation shall cause a financial audit of its accounts and records to be conducted by an (i) independent certified public accountant pursuant to Section 1004.28, Florida Statutes, as may be amended or supplemented, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45, Florida Statutes, as may be amended or supplemented and (ii) the University's Board of Trustees. The Corporation shall also engage the USF Office of Internal Audit to perform independent and objective internal audits and investigative services in accordance with professional standards. The Corporation shall submit the annual audit report to the President of the University for transmittal to the University Board of Trustees, the Board of Governors, and the Auditor General within nine months after the end of the fiscal year in accordance with Florida Statutes Section 1004.28(5). In addition, the Corporation shall provide a copy of its federal Application for Recognition of Exception (form 1023) and each year shall provide a copy of its Form 990, Return of Organization Exempt from Federal Income Tax, to the President of the University and the State Board of Education and/or the Board of Governors, as required by applicable laws of the State of Florida.

ARTICLE 10
EMPLOYEES

Any person employed by the Corporation shall not be considered an employee of the State of Florida or an employee of the University by virtue of their employment by the Corporation. The Corporation shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or natural origin.

**ARTICLE 11
PARLIAMENTARY RULES**

The most recent edition of "Roberts Rules of Order" shall be followed in conducting the meetings of the Board of Directors, unless otherwise provided in these bylaws.

**ARTICLE 12
POLICIES**

The Corporation shall adopt the following policies and certify to the University's Board of Trustees that the following policies have been adopted and reviewed on an annual basis:

- (a) Florida Code of Ethics for Public Officer and Employees; Compliance Disclosures;
- (b) Delegations of General Authority and Signatory Authority Policy;
- (c) Internal Control Policy and Office of Internal Audit Policy;
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