

**University of Central Florida
Board of Trustees
Nominating and Governance Committee**

SUBJECT: UCF Athletics Association Bylaws Amendments and Reappointment of Board Members

DATE: January 24, 2019

PROPOSED COMMITTEE ACTION

Approve amendments to the UCF Athletics Association Bylaws and approve the reappointment of new board member candidates to the UCFAA Board of Directors.

BACKGROUND INFORMATION

The UCF Athletics Association bylaws were amended to align with the bylaws of other university direct support organizations. Amendments include:

- Change the date of a required annual meeting from July to “fourth quarter of the fiscal year or as soon thereafter as possible”.
- Designating all members as voting members.
- Restructuring the board. The old structure included the following as members: President of UCF, BOT designee, UCF Alumni Association President, UCF Golden Knights Club President, three members of the public, and members of the administration, faculty or student body as appointed by the President. The new structure includes the following as members: President of UCF or designee, BOT designee, one or more members of the public, one other UCF employee recommended by the President, and the Student-Athlete Advisory Committee president.
- Establishing term limits of two years; however, members may serve successive terms.
- Eliminating the finance committee and incorporating those duties into the full board duties. The audit committee remains a working committee of the Board.
- Removing the Executive Committee as a standing committee.
- Eliminating the Executive Vice President position. Those duties are now listed in the duties of the President of the Corporation (Athletics Director).
- Changing Miscellaneous Provision #1 to reflect required BOT oversight.

The UCF Athletics Association Board of Directors unanimously approved the bylaw changes at its meeting held on November 20, 2018.

Florida Statute 1004.28(3) requires that the university board of trustees approve all board appointments to direct support organizations. The three members being reappointed are Dr. Manoj Chopra, Phyllis Klock, and Brendan Rennie.

Supporting Documentation: Attachment A: UCF Athletics Association Bylaws
Attachment B: Board member candidate bios

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted on behalf of: Danny White, Vice President and Director of Athletics

**AMDENDED AND RESTATED BYLAWS OF
UCF ATHLETICS ASSOCIATION, INC.**

ARTICLE I.

MEMBERSHIP

The Board of Directors of the Corporation shall constitute the members of the Corporation.

ARTICLE II. ANNUAL

MEETING

- I. The annual meeting of the members of this Corporation shall be held during the fourth quarter of the fiscal year or as soon thereafter as possible. The date, time and location of the annual meeting shall be designated by the Chairman of the Board of Directors.
2. The annual reports of the officers for the year shall be read and considered.
3. Following the reports of the officers, such other business as may come before the body may be transacted.
4. At this meeting, a majority of the members shall constitute a quorum and a majority of those members present may transact any business coming before the body.

ARTICLE III.

BOARD OF DIRECTORS

1. Upon approval by the University of Central Florida Board of Trustees the following persons shall be directors of the Corporation:
 - A. The President of the University of Central Florida or his/her designee. The President of the University of Central Florida or his/her designee shall serve as the Chairman of the Corporation's Board of Directors.
 - B. A member of the University of Central Florida Board of Trustees appointed by the Chairman of the University of Central Florida Board Of Trustees.
 - C. One or more persons from the Central Florida Community recommended by the President of the University of Central Florida.
 - D. A University of Central Florida employee recommended by the President of the University of Central Florida.
 - E. The University of Central Florida Student Athlete Advisory Committee President.

2. Each director shall serve a two- year term unless removed, with or without cause, as recommended by President of the University of Central Florida and approved by the University of Central Florida Board of Trustees. Directors may serve successive terms. The two-year term shall not apply to the Chairman of the Corporation's Board of Directors.
3. The duties of the Board of Directors shall be as follows:
 - A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and bylaws.
 - B. To meet upon the call of the Chairman of the Board, the President of this Corporation, or any two members of the Board.
 - C. To select a bank or banks or other depositories for the deposit of the funds and securities of the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
 - D. To approve the Corporation's budget for the upcoming fiscal year. The budget must then be approved by the University of Central Florida Board of Trustees before it is authorized.
 - E. To review the current results of operations to the annual budget and ensure that the Corporation operates in accordance with the policies of the Corporation.
 - F. To select independent certified public accountants to conduct an annual audit of the Corporations' financial books and records.
4. A majority of the directors shall constitute a quorum at any meeting of the Board of Directors or Committees thereof and all questions shall be determined by a majority vote.
5. The Chairman of the Corporation shall preside at meetings of the Board of Directors. In the absence of the Chairman from any meeting, the President of the Corporation shall preside.
6. Meetings may be conducted by telephone, video conference or similar communications equipment, provided all persons participating in such meetings are able to communicate with each other.
7. Proxies, general or special, shall not be accepted for any purpose in the meeting of the Board of Directors or Committees thereof.

ARTICLE IV.

CHAIRMAN OF THE BOARD AND OFFICERS OF THE CORPORATION

1. The Chairman of the Board of Directors shall have the following authority:
 - A. The Chairman shall retain the authority to monitor and control the use of the Corporation's resources. The Chairman shall retain control of the Corporation's name and shall monitor compliance of the Corporation with state and federal laws and the applicable rules, regulations, guidelines, and policies of the Board of Governors and University Board of Trustees. The Chairman or Chairman's designee shall review and approve quarterly expenditure plans for the Corporation. If the Chairman appoints a designee to review and approve the quarterly expenditure plans, such designee shall be a Vice President or other senior officer of the University who reports directly to the President of the University. The quarterly expenditure plan shall separately delineate planned actions which may result in a commitment of University resources or the resources of the Corporation.
 - B. The Chairman of the Board shall possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
 - C. The Chairman or designee shall prepare the agenda for all meetings of the Board of Directors.
 - D. The Chairman shall appoint the officers of the Corporation, which at a minimum shall include a President, Secretary, and Treasurer. The Chairman may appoint additional officers as needed. Only employees of the Corporation or the University may be appointed as officers of the Corporation.
 - E. In the event of absence, inability, or refusal to act of any of the officers of this Corporation, the Chairman shall appoint a successor or successors to perform the duties of their respective offices.
2. The duties of the President of this Corporation shall be as follows:
 - A. To manage the day to day operations of the Corporation.
 - B. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
3. The duties of the Secretary shall be as follows:
 - A. To keep accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board of Directors and preserve same in a book of such nature as to serve as a permanent record.

- B. To keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.
 - C. To keep the seal of the Corporation and affix same to such official documents, records and papers as may be required.
 - D. To keep an accurate list of all members of this corporation.
 - E. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
4. The duties of the Treasurer shall be as follows:
- A. To assure that adequate provision is made for the care and custody of all the assets of this Corporation.
 - B. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each officer and employee who is authorized to collect, hold, or disburse funds of the Corporation shall faithfully discharge their duties.
 - C. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
5. The offices of Secretary and Treasurer may be held by a single person.

ARTICLE V.

COMMITTEES OF THE BOARD OF DIRECTORS

- 1. The Standing Committees shall be established by the Board of Directors. Standing Committees shall be permanent and their membership shall consist of directors and such other members of the University community as appointed by the Chairman. Standing Committee members shall serve until the Chairman of the Board appoints a replacement.
- 2. The Audit Committee shall be a standing committee and shall consist of a minimum of two members appointed from the Board of Directors. The duties of the Audit Committee shall be as follows:
 - A. In accordance with University policy 2-208, *Direct Support Organization External Auditor Selection*, shall cause an audit of the books and records of this Corporation to be made at least once each fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants selected by the Board, whose engagement letter shall provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported

to the Board of Directors and University of Central Florida Board of Trustees.

- B. Review financial policies and procedures of the Corporation and make detailed reports to the Board of Directors.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation by the Chairman, President, or authorized designee. The Corporation shall follow all University of Central Florida Board of Trustees guidelines, policies, and regulations related to direct support organizations, materiality, delegation or authority and approval procedures. Contracts that are required to be submitted and approved by the Board of Directors or the University of Central Florida Board of Trustees shall be timely submitted prior to execution.
2. The Directors of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.
3. Whenever a vacancy occurs on the Board of Directors of the Corporation or in any office, it may be filled by appointment made by the President of the University of Central Florida pending approval by the University of Central Florida Board of Trustees in conformity with these Bylaws. The newly appointed member or officer shall act during the remainder of the unexpired term of his or her predecessor.
4. The seal of this Corporation shall be in the form of a circle and shall bear, among other things, the name of the Corporation and the date of its incorporation.
5. Personnel employed by this Corporation shall not be considered to be employees of the State of Florida by virtue of employment by this Corporation.
6. This Corporation shall indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation shall have the authority to purchase insurance for this purpose.

ARTICLE VII.

AMENDMENTS

These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members. In case it becomes necessary to call a special meeting for this purpose, written notice shall be given to each voting member of the Corporation at least fifteen (15) calendar days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to University of Central Florida Board of Trustees review and approval.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

ARTICLE IX.

NONDISCRIMINATION

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, or veteran status.

ARTICLE X.

CONFLICT OF INTEREST

All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy and Florida law.

ARTICLE XI.

PUBLIC RECORDS

Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

I HEREBY CERTIFY that that the foregoing Amended and Restated Bylaws were approved by majority vote of the Board of Directors on _____, 2018.

Secretary

Date

Attachment B

Dr. Manoj Chopra is a professor of civil engineering at UCF and serves as the NCAA Faculty Athletics Representative (FAR) for UCF responsible for student-athlete eligibility, academic success, welfare and development. He joined UCF in 1993 and was appointed FAR by President Hitt in 2012. He has served as the faculty representative on the Florida Board of Governors responsible for all 12 state universities as well as the UCF Board of Trustees. In 2017, he was elected chair of the American Athletic Conference FAR's and also appointed to the NCAA Division I Committee on Academics. He is also a founding member of the AAC Consortium on Academics.

Phyllis A Klock is the retired President and Chief Operating Officer of CompBenefits Corporation. A dental and vision benefits company serving five million members in the US South and Midwest, CompBenefits grew to over \$350 million in revenues by the time of its sale to Humana in 2006.

A Charter Member of the Board of Trustees of the University of Central Florida, Phyllis served the university in this capacity from 2001 to 2012 and was named as a Trustee Emerita in 2012. In 2014 she was honored as Doctor of Commercial Sciences. Phyllis continues to be very involved with UCF as the immediate Past Chair of the UCF Foundation Board and current Chair of its Governance Committee, Board Member and Member of the Executive Committee of the UCF Athletics Association, Past President of the Town & Gown Council, and Past Chair of the Central Florida Wesley Foundation. She also serves as Board Member – Bridgewater State University Foundation, Board Member and Secretary of the Laity Council of Asbury United Methodist Church, Board Member for Agua Viva Serves, member of the Board of Higher Education and Campus Ministry of the Florida Conference of the United Methodist Church, member of the Board of Directors of the Florida United Methodist Foundation, volunteer at Hungerford Elementary School in Eatonville, and Reading Pals volunteer at Three Points Elementary School.

Brendan Rennie is President of the Student-Athlete Advisory Committee, which is a liaison between UCF student athletes, UCF Athletics Administration, and the NCAA. He has been a member of the UCF Men's soccer team since 2015. He is an accounting major and intends to graduate in 2019 with honors before obtaining his CPA. Brendan is a member of the President's List, the Golden Key International Honor Society, the American Athletic Conference Honor Roll, and Phi Eta Sigma National Honor Society.