Florida Gulf Coast University Board of Trustees
November 20, 2003

SUBJECT: Articles of Amendment to the FGCU Financing Corporation
Articles of Incorporation

__________________________________________________________

PROPOSED BOARD ACTION

Approve Articles of Amendment to the FGCU Financing Corporation Articles of Incorporation.

__________________________________________________________

BACKGROUND INFORMATION

The Internal Revenue Service has requested a statutory reference change within the existing FGCU Financing Corporation Articles of Incorporation in order to move forward with processing of a tax-exempt determination letter for the FGCU Financing Corporation. Specifically, a reference to the IRS code, section 170 is changed to section 170(c)(2), within Article I – Powers of the existing Articles of Incorporation.

__________________________________________________________

Supporting Documentation Included: (1) Articles of Incorporation, and (2) Articles of Amendment.

Prepared by: Curtis Bullock, Executive Director of the Florida Gulf Coast University Financing Corporation

Legal Review by: General Counsel Wendy Morris (October 31, 2003)

Submitted by: Dr. Joe Shepard, Vice President for Administrative Services
ARTICLES OF INCORPORATION
OF
FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation is Florida Gulf Coast University Financing Corporation.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the Corporation's principal office is 10501 FGCU Boulevard South, Fort Myers, Florida 33965-6565.

ARTICLE III-PURPOSES

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, religion, sex or national origin;

(c) To be organized and operated as a University direct-support organization, as defined in Section 1004.28 of the Florida Statutes, as may be amended or supplemented;

(d) To receive, hold, invest and administer property and to make expenditures to or for the exclusive benefit of (i) Florida Gulf Coast University (the "University"), a member of the state university system of the State of Florida, or (ii) a research and development park or research and development authority affiliated with the University and organized under part V of Chapter 159 of the Florida Statutes.

(e) To exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida;
(f) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(g) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV-POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

Upon certification as a direct support organization by The Florida Gulf Coast University Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the University.

ARTICLE V-MEMBERS

The Corporation shall have no Members.

ARTICLE VI
DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least five but no more than seven members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles
of Incorporation and the Corporation’s Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

ARTICLE VII-DISSOLUTION

In the event of dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the Board of Trustees of the University, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to The Florida Gulf Coast University Board of Trustees, or if such organization has ceased to exist, to Florida Gulf Coast University, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE VIII-AMENDMENT

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law; provided, however, that amendments shall not become effective until approved by the Board of Trustees after submission to them by the President of the University.

ARTICLE IX- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Curtis D. Bullock, 10501 FGCU Boulevard South, Fort Myers, Florida 33965-6565.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Richard E. Klein, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE XI - INDEMNIFICATION

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.
ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION

A. The name of this Corporation is Florida Gulf Coast University Financing Corporation.

B. An amendment to the Articles of Incorporation was adopted on ____________, 2003, by the Board of Directors of this Corporation and was approved by the Florida Gulf Coast University Board of Trustees (the "Board of Trustees") on ______________, 2003, to amend the provisions of Article IV to change the statutory reference to Section 170 of the Internal Revenue Code contained therein to Section 170(c)(2), so that after amendment, Article IV shall read as follows:

"ARTICLE IV-POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon certification as a direct support organization by The Florida Gulf Coast University Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the University."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Board of Directors of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Board of Directors. In addition, the amendment was approved by the Board of Trustees as required in Article
VIII of the Articles of Incorporation and the number of votes cast for the amendment was sufficient for approval by the Board of Trustees. The Corporation has no Members.

IN WITNESS WHEREOF, Florida Gulf Coast University Financing Corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by its President this ___ day of _____________, 2003.

FLORIDA GULF COAST UNIVERSITY FINANCING CORPORATION

By:____________________________

Its President
Florida Gulf Coast University Board of Trustees
November 20, 2003

SUBJECT: FGCU Board of Trustees Bylaws

PROPOSED BOARD ACTION

Adopt revised FGCU Board of Trustees Bylaws

BACKGROUND INFORMATION

The FGCU Board of Trustees adopted a statement of board policy on academic freedom and responsibility in new Article IX at its September 16, 2003 meeting.

The proposed change to the bylaws is the substitution of the attached academic freedom statement for that passed on September 16, 2003. This proposed revision uses the text on academic freedom (Article 5) extracted from the 2001-2003 Collective Bargaining Agreement between the Board of Regent and United Faculty of Florida.

At their October 17, 2003 meeting, the FGCU Faculty Senate endorsed this revision.

Supporting Documentation Included: (1) Marked Up Version of Revised Bylaws, and (2) Clean Version of Revised Bylaws.

Prepared by: Provost Brad Bartel

Legal Review by: N/A

Submitted by: Provost Brad Bartel
I. Organization

The Florida Gulf Coast University Board of Trustees ("the Board") is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University ("University" or "FGCU") in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

A. The Board is composed of thirteen (13) trustees, six appointed by the Governor, five appointed by the Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government Association. Trustees who are appointed by the Governor and the Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government Association will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.

B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

A. The corporate officers are the Chair, the Vice-Chair, and the University President ("President") who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected from the appointed members at the first meeting after January 7, 2003. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual Meeting. The Chair shall serve for two (2) years and may be re-elected to serve one (1) additional consecutive two-year term. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.

B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair shall appoint a representative to the governing body and the executive committee of each direct support organization.
C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.

D. The President serves as the Corporate Secretary of the Board. The President shall be responsible to the Board for all operations of the University and for setting the agenda for meetings of the Board in consultation with the Chair.

IV. Meetings

A. Regular Meetings -- At the annual meeting, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 - June 30).

B. Annual Meeting -- The annual meeting shall be the last regular meeting scheduled in the fiscal year.

C. Special Meetings -- The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.

D. Emergency Meetings -- An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. The schedule of meetings shall be available on the University's website at http://www.fgcu.edu.

F. Executive Sessions -- As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.

G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7)
days before the event and will include a statement of the general subject matter to be considered.

2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.

3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

1. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President a written request to attend the board meeting by telephone conference or other means of communications media technology at least thirty (30) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted by means of communication media technology, will state where and how members of the public may gain access to the meeting and such notice shall meet the requirements of paragraph II. F. above.

I. Quorum -- Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.

J. Parliamentary rules -- The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.
V. Agenda

A. The President shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President will assemble the items received with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.

B. The agenda for the Board meetings shall be:

1. Opening Remarks by the Chair
2. President's Report
3. Special Reports
4. Academic/Student/Faculty Affairs Committee (Includes Public Input)
5. Administration & Finance Committee (Includes Public Input)
6. Consent Agenda
7. Action Items
8. Old Business
9. New Business
10. Public Comment
11. Closing Remarks by the Chair

C. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.

D. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.

VI. Appearances before the Board.

A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item being considered by the Board. Public input will be accepted by the Board immediately following committee deliberation on each item and before the committee votes. An individual or representatives of groups may be heard on any specific agenda item being considered by the Board by completing a request form and submitting it to the Board Liaison
at any time prior to the Board meeting. The request form will include the individual’s name, address, and agenda item to be addressed. Speaker’s comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks only to the agenda item being addressed. If it appears that there are more speakers desiring to speak than may be accommodated, the Board may reduce the maximum amount of time allowed each speaker, or limit the number of speakers that may address an agenda item or topic. In order to proceed with the essential business of the Board in an orderly manner, any speaker who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

B. An individual or group representative who desires to speak during the period of public comment or submit an item on the Board’s agenda concerning a subject within the Board’s jurisdiction must submit a written request to the President, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565. The written requests must state the individual’s name, address, the item that they would like the Board to consider placing on the agenda, and the reasons thereof. Requests received later than twenty-one (21) days before the meeting may be deferred to the next meeting. The President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. The Board may decline to hear any matter determined by it to be outside its jurisdiction.

VII. Committees.

A. The Administration & Finance Committee shall review and recommend for consideration by the Board policies related to the administrative functions of the University. The Chair of the Board shall appoint any number of members to the Administration & Finance Committee and designate one (1) to serve as the Committee Chair. The Vice President of Administrative Services shall serve as a non-voting ex officio member of the Administration & Finance Committee.

B. The Academic/Student/Faculty Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions of the University. The Chair of the Board shall appoint any number of members to the Academic/Student/Faculty Affairs Committee and designate one (1) to serve as the Committee Chair. The Provost shall serve as a non-voting ex officio member of the Academic/Student/Faculty Affairs Committee.

C. The Chair of the Board may establish additional ad hoc committees as deemed necessary for the orderly conduct of the business of the Board. In addition, the Chair of the Board may appoint to any standing or ad hoc committee (including the Administration & Finance Committee and the Academic/Student/Faculty Affairs Committee) one or more non-voting ex officio member(s), who shall serve on said committee(s) for a term designated by the Chair of the Board, or if no term is designated until removed by the Chair of the Board. Appointment and removal of non-voting ex officio members of a
committee, unless otherwise required under these bylaws, shall be in the Chair of the Board’s sole discretion.

D. Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Committee Chair will report the action taken to the Board at its next scheduled meeting.

E. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

VIII. Committee Meetings.

A. Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

B. Quorum – A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.

C. Persons desiring to appear before a committee of the Board shall make such written request to the Board Liaison, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL 33965-6565 following the procedure specified for Board meetings in paragraph IV. A. above.

D. Persons desiring to place an new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL 33965-6565 following the procedure specified for Board meetings in paragraph IV. B. above.

IX. Statement of Board Policy on Academic Freedom and Responsibility.

A. Policy. It is the policy of the FGCU Board of Trustees and the UFF to maintain and encourage full academic freedom. Academic freedom and responsibility are essential to the full development of a true university and apply to teaching, research/creative activities, assigned service, and the activities such as significant participation in the governance processes or other assigned duties. An employee engaged in such activities shall be free to cultivate a spirit of inquiry and scholarly criticism and to examine ideas in an atmosphere of freedom and confidence.

B. Teaching and Research. Consistent with the exercise of academic responsibility, employees shall have freedom to present and discuss their own academic subjects, frankly and forthrightly, without fear of censorship, and to select instructional materials and determine grades in accordance with university and Board policies. Objective and skillful exposition of such subject matter, including the acknowledgment of a
variety of scholarly opinions, is the duty of every such employee. Employees shall also be free to engage in scholarly and creative activity and publish the results in a manner consistent with their professional obligations.

C. Academic Responsibility. Academic freedom is accompanied by the corresponding responsibility to:

1. Be forthright and honest in the pursuit and communication of scientific and scholarly knowledge;

2. Respect students, staff, and colleagues as individuals; treat them in a collegial manner; and avoid any exploitation of such persons for private advantage;

3. Respect the integrity of the evaluation process with regard to students, staff, and colleagues, so that it reflects their true merit;

4. Indicate when appropriate that one is not an institutional representative unless specifically authorized as such; and

5. Contribute to the orderly and effective functioning of the employee's academic unit (program, department, school, and/or college) and/or the university.

D. In addition to their assigned duties, employees have responsibilities arising from the nature of the educational process. Such responsibilities include, but are not limited to, observing and upholding the ethical standards of their discipline; participating, as appropriate, in the shared system of collegial governance, especially at the department/unit level; respecting the confidential nature of the relationship between professor and student; adhering to one's proper role as teacher, researcher, intellectual mentor, and counselor; and conducting oneself in a collegial manner in all interactions.

Academic freedom and responsibility are essential to the fulfillment of the mission and strategic directives of Florida Gulf Coast University. The common good of society depends upon the search for knowledge and truth and its free expression in institutions of higher education. It is the policy of the Board that the University protect the fundamental right of faculty members to academic freedom in the lawful pursuit of their respective areas of scholarly and professional interest. Academic freedom is the freedom to engage in research, scholarship, or other creative work, to publish research findings, to engage in service to the University and the Community, and to teach in an atmosphere of unfettered free inquiry and exposition. The University shall not penalize or discipline faculty members because of the exercise of such rights.

The Board further recognizes that the right to academic freedom is accompanied by the special obligation to uphold academic responsibility. Academic responsibility implies the faithful performance of academic duties by faculty members including participating in the shared system of collegial governance, upholding the ethical standards of their disciplines, respecting the relationship between professor and student and indicating that they are not spokespersons.
for the University. In the classroom, faculty members should strive to be accurate, to exercise appropriate restraint, to show respect for the opinions of others and to persistently refrain from introducing material having no bearing on the subject field.

IX. Communications Policy.

A. Communication with Board -- It is the policy of the Board that there shall be a useful exchange of information between the Board and the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government Association, Staff Advisory Council, Alumni Association, and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty, staff, alumni, benefactors, and interested parties to present views to the Board or its committees.

C. Spokesperson for the Board -- The Board’s designated spokesperson shall be its duly elected chair, or if delegated by the chair, its vice chair. Individual Board member may speak as such to the public and media, but speaking for the Board is the responsibility of the chair.

D. Any public records requests made of the Board are to be directed to the University President or his designee, in accordance with Florida’s statutorily-defined terms and provisions related to records of public entities. The University President or his designee will inform the Board of any such request, and provide copies of responses as applicable.

XI. Miscellaneous Provisions.

A. Amendments -- These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board members voting in any regular or special meeting having a quorum.
B. Indemnification -- FGCU shall indemnify, defend, and hold harmless each member of the Board of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys' fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties, or obligations, of any nature whatsoever, at law or in equity (collectively referred to as “Claims”), that arise from or relate in any way to his or her position on the Board, or any act undertaken or omitted in connection with his or her service as a member of the Board. At the direction of the Board, FGCU may procure and may maintain, at FGCU’s expense, adequate insurance coverage, including separate Directors and Officers (“D&O”) coverage, for the defense and payment of any such Claims.

C. Ethics Policy -- Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

D. Suspension of bylaws -- Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members in attendance.

E. Service of Process -- Service of process may be made on the Chair of the Board, the President or the General Counsel.

F. Corporate Seal -- The Board’s corporate seal shall be used only in connection with the transaction of business of the Board and the University. The President may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
FLORIDA GULF COAST UNIVERSITY  
BOARD OF TRUSTEES  
BYLAWS

I. Organization

The Florida Gulf Coast University Board of Trustees (“the Board”) is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University (“University” or “FGCU”) in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

A. The Board is composed of thirteen (13) trustees, six appointed by the Governor, five appointed by the Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government Association. Trustees who are appointed by the Governor and the Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government Association will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.

B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

A. The corporate officers are the Chair, the Vice-Chair, and the University President (“President”) who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected from the appointed members at the first meeting after January 7, 2003. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual Meeting. The Chair shall serve for two (2) years and may be re-elected to serve one (1) additional consecutive two-year term. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.

B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair shall appoint a representative to the governing body and the executive committee of each direct support organization.
C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.

D. The President serves as the Corporate Secretary of the Board. The President shall be responsible to the Board for all operations of the University and for setting the agenda for meetings of the Board in consultation with the Chair.

IV. Meetings

A. Regular Meetings -- At the annual meeting, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 - June 30).

B. Annual Meeting -- The annual meeting shall be the last regular meeting scheduled in the fiscal year.

C. Special Meetings -- The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.

D. Emergency Meetings -- An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. The schedule of meetings shall be available on the University's website at http://www.fgcu.edu.

F. Executive Sessions -- As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.

G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7)
2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.

3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

1. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President a written request to attend the board meeting by telephone conference or other means of communications media technology at least thirty (30) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted by means of communication media technology, will state where and how members of the public may gain access to the meeting and such notice shall meet the requirements of paragraph II. F. above.

I. Quorum -- Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.

J. Parliamentary rules -- The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.
V. Agenda

A. The President shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President will assemble the items received with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.

B. The agenda for the Board meetings shall be:

1. Opening Remarks by the Chair
2. President's Report
3. Special Reports
4. Academic/Student/Faculty Affairs Committee (Includes Public Input)
5. Administration & Finance Committee (Includes Public Input)
6. Consent Agenda
7. Action Items
8. Old Business
9. New Business
10. Public Comment
11. Closing Remarks by the Chair

C. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.

D. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.

VI. Appearances before the Board.

A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item being considered by the Board. Public input will be accepted by the Board immediately following committee deliberation on each item and before the committee votes. An individual or representatives of groups may be heard on any specific agenda item being considered by the Board by completing a request form and submitting it to the Board Liaison
at any time prior to the Board meeting. The request form will include
the individual’s name, address, and agenda item to be addressed. Speaker’s comments will be subject to a three (3) minute maximum
time limitation. Speakers shall confine their remarks only to the
agenda item being addressed. If it appears that there are more
speakers desiring to speak than may be accommodated, the Board
may reduce the maximum amount of time allowed each speaker, or
limit the number of speakers that may address an agenda item or
topic. In order to proceed with the essential business of the Board in
an orderly manner, any speaker who attempts to disrupt a Board
meeting will be subject to appropriate action (including removal)
pursuant to law.

B. An individual or group representative who desires to speak during the
period of public comment or submit an item on the Board’s agenda
concerning a subject within the Board’s jurisdiction must submit a
written request to the President, 10501 FGCU Blvd., Fort Myers, FL,
33965-6565. The written requests must state the individual’s name,
address, the item that they would like the Board to consider placing on
the agenda, and the reasons thereof. Requests received later than
twenty-one (21) days before the meeting may be deferred to the next
meeting. The President in consultation with the Chair will determine
whether the item will be heard and when the item will be heard. The
Board may decline to hear any matter determined by it to be outside
its jurisdiction.

VII. Committees.

A. The Administration & Finance Committee shall review and
recommend for consideration by the Board policies related to the
administrative functions of the University. The Chair of the Board
shall appoint any number of members to the Administration & Finance
Committee and designate one (1) to serve as the Committee Chair.
The Vice President of Administrative Services shall serve as a non-
voting ex officio member of the Administration & Finance Committee.

B. The Academic/Student/Faculty Affairs Committee shall review and
recommend for consideration by the Board policies related to the
academic functions of the University. The Chair of the Board shall
appoint any number of members to the Academic/Student/Faculty
Affairs Committee and designate one (1) to serve as the Committee
Chair. The Provost shall serve as a non-voting ex officio member of
the Academic/Student/Faculty Affairs Committee.

C. The Chair of the Board may establish additional ad hoc committees as
deemed necessary for the orderly conduct of the business of the
Board. In addition, the Chair of the Board may appoint to any
standing or ad hoc committee (including the Administration & Finance
Committee and the Academic/Student/Faculty Affairs Committee) one
or more non-voting ex officio member(s), who shall serve on said
committee(s) for a term designated by the Chair of the Board, or if no
term is designated until removed by the Chair of the Board.
Appointment and removal of non-voting ex officio members of a
committee, unless otherwise required under these bylaws, shall be in the Chair of the Board’s sole discretion.

D. Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Committee Chair will report the action taken to the Board at its next scheduled meeting.

E. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

VIII. Committee Meetings.

A. Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

B. Quorum – A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.

C. Persons desiring to appear before a committee of the Board shall make such written request to the Board Liaison, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. A. above.

D. Persons desiring to place an new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. B. above.

IX. Statement of Board Policy on Academic Freedom and Responsibility.

A. Policy. It is the policy of the FGCU Board of Trustees and the UFF to maintain and encourage full academic freedom. Academic freedom and responsibility are essential to the full development of a true university and apply to teaching, research/creative activities, assigned service, and the activities such as significant participation in the governance processes or other assigned duties. An employee engaged in such activities shall be free to cultivate a spirit of inquiry and scholarly criticism and to examine ideas in an atmosphere of freedom and confidence.

B. Teaching and Research. Consistent with the exercise of academic responsibility, employees shall have freedom to present and discuss their own academic subjects, frankly and forthrightly, without fear of censorship, and to select instructional materials and determine grades in accordance with university and Board policies. Objective and skillful exposition of such subject matter, including the acknowledgment of a
variety of scholarly opinions, is the duty of every such employee. Employees shall also be free to engage in scholarly and creative activity and publish the results in a manner consistent with their professional obligations.

C. Academic Responsibility. Academic freedom is accompanied by the corresponding responsibility to:

1. Be forthright and honest in the pursuit and communication of scientific and scholarly knowledge;

2. Respect students, staff, and colleagues as individuals; treat them in a collegial manner; and avoid any exploitation of such persons for private advantage;

3. Respect the integrity of the evaluation process with regard to students, staff, and colleagues, so that it reflects their true merit;

4. Indicate when appropriate that one is not an institutional representative unless specifically authorized as such; and

5. Contribute to the orderly and effective functioning of the employee's academic unit (program, department, school, and/or college) and/or the university.

D. In addition to their assigned duties, employees have responsibilities arising from the nature of the educational process. Such responsibilities include, but are not limited to, observing and upholding the ethical standards of their discipline; participating, as appropriate, in the shared system of collegial governance, especially at the department/unit level; respecting the confidential nature of the relationship between professor and student; adhering to one's proper role as teacher, researcher, intellectual mentor, and counselor; and conducting oneself in a collegial manner in all interactions.

IX. Communications Policy.

A. Communication with Board -- It is the policy of the Board that there shall be a useful exchange of information between the Board and the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the
President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government Association, Staff Advisory Council, Alumni Association, and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty, staff, alumni, benefactors, and interested parties to present views to the Board or its committees.

C. Spokesperson for the Board -- The Board’s designated spokesperson shall be its duly elected chair, or if delegated by the chair, its vice chair. Individual Board member may speak as such to the public and media, but speaking for the Board is the responsibility of the chair.

D. Any public records requests made of the Board are to be directed to the University President or his designee, in accordance with Florida’s statutorily-defined terms and provisions related to records of public entities. The University President or his designee will inform the Board of any such request, and provide copies of responses as applicable.

XI. Miscellaneous Provisions.

A. Amendments -- These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board members voting in any regular or special meeting having a quorum.

B. Indemnification -- FGCU shall indemnify, defend, and hold harmless each member of the Board of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys’ fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties, or obligations, of any nature whatsoever, at law or in equity (collectively referred to as “Claims”), that arise from or relate in any way to his or her position on the Board, or any act undertaken or omitted in connection with his or her service as a member of the Board. At the direction of the Board, FGCU may procure and may maintain, at FGCU’s expense, adequate insurance coverage, including separate Directors and Officers (“D&O”) coverage, for the defense and payment of any such Claims.

C. Ethics Policy -- Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.
D. Suspension of bylaws -- Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members in attendance.

E. Service of Process -- Service of process may be made on the Chair of the Board, the President or the General Counsel.

F. Corporate Seal -- The Board’s corporate seal shall be used only in connection with the transaction of business of the Board and the University. The President may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design: