

**FLORIDA POLYTECHNIC UNIVERSITY  
BOARD OF TRUSTEES**

**FIFTH AMENDED AND RESTATED BYLAWS**

Adopted: February 16, 2023

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**ARTICLE I  
STATEMENT OF PURPOSE**

**Section 1.1  
PURPOSE**

The Florida Polytechnic University Board of Trustees (the "Board") is established as a public body corporate, with all the powers of a body corporate as provided by the Florida Constitution, Florida law and by delegation of the Florida Board of Governors (the "Board of Governors").

The Board has all the powers and authority to effectively govern and set policy for Florida Polytechnic University ("University") and has and exercises those powers and duties prescribed by law.

To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Polytechnic University Board of Trustees has adopted the following bylaws.

**ARTICLE II  
THE BOARD**

**Section 2.1  
CORPORATE NAME**

The Board of Trustees is a public body corporate called "The Florida Polytechnic University Board of Trustees."

**Section 2.2  
COMPOSITION OF THE BOARD**

Article IX, Section 7 of the Florida Constitution establishes the composition of the Board. It provides that the Board consists of thirteen (13) Trustees ("Trustees"), with six (6) Trustees appointed by the Governor, five (5) appointed by the Board of Governors and two (2) serving by virtue of their offices, the president of the Florida Polytechnic University Student Government Association and the president of the equivalent of the faculty senate. All appointed Trustees are subject to confirmation by the Florida Senate. All Trustees are public officers subject to the requirements of the Florida Code of Ethics.

**Section 2.3  
POWERS AND DUTIES OF THE BOARD**

Article IX, Section 7 of the Florida Constitution posits in the Board of Governors the responsibility to establish the powers and duties of the boards of trustees of the state universities. By regulation, the Board of Governors delegated to the state universities' boards of trustees the power to administer each constituent university.

The Board serves as the governing body of the University and approves the University's mission. The Board selects the President of the University for ratification by the Board of Governors, evaluates the President's performance annually, and holds the President responsible for the University's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules and the Board of Governors' regulations. The Board is responsible for ensuring that the University has adequate financial resources to provide a sound education program. The Board has the authority to carry out all lawful functions permitted by these bylaws, by delegation from the Board of Governors, or by law.

The Board is responsible for policy-making, planning and appraisal actions. Authority rests with the Board of Trustees as a whole in meetings of the board and not with individual board members. The Board is not controlled by a minority of Board members or by organizations separate from it. The Board of Trustees shall work to preserve the University's and its own independence from undue political, religious,

or outside influence; to ensure academic freedom; and to support the University President in discharging presidential responsibilities for the operation and administration of the University.

In order to effectively fulfill its obligations under the law, the Board may adopt resolutions, regulations, rules, and policies consistent with the University's mission, with law, and with the Board of Governors' resolutions, regulations, rules, and policies.

## **ARTICLE III THE TRUSTEES**

### **Section 3.1 FIDUCIARIES**

Florida Statutes §112.311(6) provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the University's best interests at all times.

### **Section 3.2 TERM OF OFFICE**

Appointed trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment. The president of the University Student Government Association and the president of the equivalent of the faculty senate shall serve for terms equivalent to the terms of their respective offices.

### **Section 3.3 VACANCIES**

The Board Chair shall report any vacancies in appointed trustee positions to the Governor and the Board of Governors. The appointing authority will fill the vacancies, subject to confirmation by the Senate of the State of Florida.

### **Section 3.4 REMOVAL**

To the extent permitted by law, the governor or the Board of Governors, whichever is the appointing authority, may remove a Trustee for cause. Unexcused failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

### **Section 3.5 COMPENSATION**

Members of the Board shall serve without compensation but may be reimbursed upon request for travel and per diem expenses in accordance with applicable law.

**ARTICLE IV  
OFFICERS OF THE BOARD**

**Section 4.1  
OFFICERS**

The Officers of the Board shall be the Chair, Vice-Chair, Corporate Secretary, and University President; the University President shall serve as the Executive Officer.

**Section 4.2  
SELECTION OF OFFICERS AND TERMS OF OFFICE**

The Board shall elect the Chair and Vice-Chair from the appointed members of the Board at its last regular meeting prior to August 1 upon recommendation of the Governance Committee; the Chair and the Vice-Chair shall each serve for a two-year term to begin on August 1. The Chair and the Vice-Chair shall be eligible for reselection for one additional consecutive term by vote of the Board, after which they may not be an officer for two years before being eligible for selection again. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3.

**Section 4.3  
PERMANENT VACANCIES IN CHAIR AND VICE-CHAIR OFFICES**

A permanent vacancy of the Chair shall be filled by the Vice-Chair for the remainder of the term. A permanent vacancy of the Vice-Chair shall be filled for the remainder of the term by a majority vote of the members of the Board at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and reselected as provided in Section 4.2. The Chair and Vice-Chair will continue to hold office until their successors have been selected. The Chair or Vice-Chair may be removed from their offices at any time by the affirmative vote of a majority of the members of the Board.

**Section 4.4  
CHAIR**

The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, determining the composition of all Board committees requiring assignment, appointing committee chairs, serving as an ex officio voting member on all Board committees unless these Bylaws provide otherwise, appointing at least one representative to the board of directors and the executive committees of the direct support organizations, appointing a University employee to serve as Corporate Secretary, signing and executing all documents and instruments on behalf of the Board, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as may be required by law or assigned by the Board or the Board of Governors. The Chair shall perform such duties in consultation with the University President. The Board may also delegate the authority to sign and execute documents and instruments on behalf of the Board to the University President. The Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

**Section 4.5  
VICE-CHAIR**

The duty of the Vice-Chair is to perform the duties of the Chair with full authority during the absence or disability of the Chair and to fulfill other duties as may be assigned by the Board. In the absence of both the Chair and the Vice-Chair, the Corporate Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected from the appointed membership of the Board upon a majority vote of those Trustees present. Upon arrival of the Chair or Vice-Chair, the temporary chair shall relinquish the chair after concluding the business then before the Board.

**Section 4.6**  
**EXECUTIVE OFFICER**

The University President shall serve as Executive Officer of the University. As Executive Officer, the University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, and students of the university. The University President shall exercise such powers as are appropriate to that position in promoting, supporting, and protecting the interests of the University and in managing and directing its affairs and serve as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, Board policies, and the best interests of the University. The University President may issue directives and executive orders not in contravention of existing Board policies. The University President shall be responsible for all educational, financial, business, and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board, the Board of Governors, and Florida law.

**Section 4.7**  
**CORPORATE SECRETARY**

The Corporate Secretary is an officer of the Board and is appointed by the Chair in conjunction with the President. The Corporate Secretary shall be responsible for ensuring notice of all meetings of the Board and its committees is provided; setting the agenda in consultation with the Chair and the President; ensuring supporting documents are compiled for meetings; ensuring recording and maintenance of the minutes of the meetings in accordance with law, including a record of votes cast; attesting to the signatures of other officers of the Board; and being custodian of the corporate seal. The Corporate Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. The Corporate Secretary serves at the pleasure of the Chair and may be removed from office immediately upon written notice.

**ARTICLE V**  
**COMMITTEES**

**Section 5.1**  
**COMMITTEE MEMBERSHIP AND DUTIES**

The Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these bylaws or law. A member of a committee shall hold office until the Chair appoints a successor. The Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The Chair and the Vice-Chair shall be ex-officio voting members of all standing committees, subcommittees, and ad hoc committees. University staff with appropriate expertise in a committee's area of responsibility shall be appointed by the Chair to act as liaisons, in consultation with the University President, to help each committee in its business.

All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.

The duty of each committee shall be to consider and to make recommendations to the Board upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.

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 procedure established for the Board.

**Section 5.2**  
**STANDING COMMITTEES**

The following committees are the standing committees of the Board until dissolved by the Board:

Academic and Student Affairs Committee  
Finance and Facilities Committee  
Governance, Audit, and Compliance Committee  
Executive Committee

The Chair may establish additional standing committees as it deems appropriate to discharge the Board's responsibilities.

**Section 5.3**  
**AD-HOC COMMITTEES**

The Chair may appoint ad-hoc committees and determine the powers and duties and period of service for each such committee, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. Ad-hoc committee chairs shall perform their duties in consultation with the University President.

**Section 5.4**  
**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 or these bylaws. Committee chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorized a committee to act on a matter referred to it, the committee chair will report the action taken to the Board at the Board's next scheduled meeting.

**Section 5.5**  
**PRESIDENTIAL SEARCH COMMITTEE**

It is the duty of the Board to select the University President, subject to ratification by the Board of Governors. Candidates for the position of University President shall be recommended to the Board by a presidential search committee. The members of the presidential search committee shall be appointed by the Board. The selection of the members of the committee may be delegated to the Chair of the Board.

**Section 5.6**  
**EXECUTIVE COMMITTEE**

The Executive Committee is made up of the Board Chair, the Board Vice-Chair, and the chairs of the standing committees.

The Executive Committee may act only on matters that, in the opinion of the Board Chair, must be timely approved between regularly scheduled Board meetings.

The Executive Committee is delegated and may exercise all powers and authority of the BOT except where the law, BOG regulation or directive, or these bylaws or directives specifically require the full board to act. The following matters shall also be reserved for the full board: Board officer selection; appointing and removing the President; approving or discontinuing programs; changes in institutional mission or purposes; changes to the Board's bylaws; incurring of indebtedness; adoption of the annual operating and capital outlay budgets and the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list; and the sale or other disposition of real property in the BOT's name.



Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting.

## **ARTICLE VI MEETINGS**

### **Section 6.1 NOTICE AND AGENDA**

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. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice of the time, date, place, and purpose of the meeting on the Board of Trustees website. All meetings of the Board and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Florida Statutes § 286.011. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, executive sessions to discuss pending litigation, collective bargaining, or evaluation of claims filed with a risk management program.) Notice of meetings that are required to be noticed will be posted on the Board of Trustee's webpage on the Florida Polytechnic University website currently at <https://floridapoly.edu/about/board-of-trustees/>

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees prior to the meeting requiring their vote. The Board may also consider agenda items not included in the published agenda.

Items that are routine, procedural, informational and self-explanatory may be placed on the consent agenda for the full Board meeting. Minutes from the prior Board meeting and unanimously approved action items from committee meetings may also be placed on the consent agenda. The items placed on the consent agenda may be voted on by the Board without discussion. However, prior to the full Board meeting, either the Board Chair or a committee chair may choose to have any specific item from a committee meeting that would normally be placed on the consent agenda placed instead on the discussion section of the agenda. Additionally, any trustee may request that a specific item on the consent agenda be moved to the discussion section of the agenda prior to a vote on the consent agenda.

### **Section 6.2 SPECIAL NOTICE REQUIREMENTS**

In the event the Board will consider a proposal to increase tuition or fees at an upcoming board meeting, notice of such proposal shall be posted at least 28 days before its consideration at a board of trustees meeting. The notice must:

- (i) Include the date and time of the meeting at which the proposal will be considered.
- (ii) Specifically outline the details of existing tuition and fees, the rationale for the proposed increase, and how the funds from the proposed increase will be used.
- (iii) Be posted on the University's website and issued in a press release.

### **Section 6.3 MINUTES**

Minutes of the meetings of the Board or Board Committees shall be kept by the Corporate Secretary, who shall cause them to be preserved and who shall ensure copies are provided to the members of the Board. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be attached to the minutes except when so ordered by the Board.

Minutes shall be posted prominently on the University website within two (2) weeks after a Board or Board Committee meeting, including the vote history and attendance of each trustee.

**Section 6.4**  
**REGULAR MEETINGS**

There shall be no fewer than five (5) regular meetings a year, or as otherwise determined by the Board. A regular meeting means business meetings and Board retreats (including workshops) held at regular intervals; provided that time shall be made available when needed for the conduct of business at or around the time of any Board retreats. For each fiscal year, the schedule of meetings shall be set no later than the last meeting of the prior fiscal year. Once established in accordance with these bylaws, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the Board, or where deemed a necessity by the Board Chair and the University President in consultation with each other.

**Section 6.5**  
**SPECIAL MEETINGS**

The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair. Special meetings may be held by teleconference, at the discretion of the Chair.

**Section 6.6**  
**EMERGENCY MEETINGS**

An emergency meeting of the Board may be called by the Chair, Vice-Chair or University President upon a finding by the Chair, Vice-Chair or University President, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the Board stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Florida Statutes §120.525, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken at such meeting.

**Section 6.7**  
**QUORUM AND VOTING**

A quorum for the conduct of business by the full Board shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these bylaws. A majority vote of the full Board is required for appointing or removing the University President. A Trustee may abstain from voting only under those circumstances prescribed by law. Should a Trustee abstain from voting, the Trustee may be counted for purposes of computing a quorum for a vote on that question. Voting by proxy or mail shall not be permitted.

A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. The Chair and Vice-Chair may be counted for purposes of establishing a committee quorum. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

**Section 6.8**  
**PROXIES**

The use of proxies for purposes of determining a quorum or for any other purposes is prohibited.

**Section 6.9**

**USE OF COMMUNICATION MEDIA TECHNOLOGY**

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

A Trustee may attend a meeting by communication media technology provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Trustee by communication media technology shall constitute attendance in person at the meeting.

The Board or any committee may participate in and hold a meeting of which all members participating in the meeting are attending via communication media technology provided that seven (7) days’ notice is given to the University President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted wholly by means of communication media technology will state where and how members of the public may gain access to the meeting.

**Section 6.10**

**RULES OF PROCEDURE**

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. The latest edition of *Robert's Rules of Order* will be followed in conducting all meetings of the Board, unless otherwise provided by the Board.

**Section 6.11**

**APPEARANCES BEFORE THE BOARD**

The Board shall allow for a public comment period during each Board and committee meeting in accordance with the Board’s Policy- Public Comment at Board of Trustees Meetings.

The chair may recognize any individual or representative of a group to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

**ARTICLE VII  
CODE OF ETHICS**

**Section 7.1**

**CODE OF ETHICS**

As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to 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 has adopted a written ethics policy that also addresses conflicts of interest, which will be reviewed periodically and revised as necessary.

**ARTICLE VIII  
AMENDMENT OR SUSPENSION OF BYLAWS**

**Section 8.1**

**AMENDMENTS**

Following initial adoption, these bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Board members voting in any regular or special meeting, provided the notice for the meeting states a proposed alteration, amendment or repeal of the bylaws will be considered, and provided the Trustees are provided a copy of the draft of the altered or amended bylaws via email at least seven (7) days prior to the meeting at which the alteration or amendment is to be voted on.

**Section 8.2**  
**SUSPENSION OF BYLAWS**

Any provision of these bylaws not required by law may be suspended in connection with the consideration of a matter before the Board by a majority vote of the Board members in attendance.

**ARTICLE IX**  
**MISCELLANEOUS**

**Section 9.1**  
**INDEMNIFICATION**

The Board shall, to the extent legally permissible, indemnify and defend each of its Trustees, officers, employees, volunteers, and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of University service, except with respect to any matter in which such person shall have been adjudicated in any proceeding to have acted unlawfully or not in good faith. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit.

**Section 9.2**  
**INSURANCE**

The Board may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

**Section 9.3**  
**LIMITATION OF LIABILITY**

The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida Statutes §768.28(2) for purposes of sovereign immunity.

**Section 9.4**  
**SERVICE OF PROCESS**

In all suits against the Board, service of process shall be made in person on the Office of the General Counsel currently located at the Florida Polytechnic University offices on the Polk State College Campus, 3425 Winter Lake Road, LTB-2121, Lakeland, Florida 33803. For service by mail as may be permitted by law, the mailing address shall be 4700 Research Way, Lakeland, Florida 33805-8531 or as otherwise resolved by the Board.

**Section 9.5**  
**FISCAL YEAR**

The fiscal year of the Board shall commence on July 1 of each year and end on June 30 of each year.

**Section 9.6**  
**CORPORATE SEAL**

The corporation shall have a seal on which shall be inscribed "Florida Polytechnic University." The corporate seal shall be used only in connection with the transaction of business of the Board and of the

University. The University President may give permission for the use of the seal in the decoration of any University building or in other special circumstances.

*I HEREBY CERTIFY that the foregoing Fifth Amended and Restated Bylaws of the Florida Polytechnic University Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on February 16, 2023.*

  
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Clifford K. Otto, Board of Trustees Chair