

# **OPERATING RULES FOR UNIVERSITY OF FLORIDA GATOR CLUBS®**

Each University of Florida Gator Club® (Club) is associated with and chartered by the University of Florida Alumni Association, Inc. (Alumni Association) in accordance with the Alumni Association's bylaws and policies. The Club will conduct its business in accordance with these Operating Rules (Rules), which are binding on all those associated with the Club. The Club shall have no additional rules or policies that conflict with these Rules. No Club rules or local policies shall have the effect of limiting or removing any voting rights granted under these Rules.

The Club's President will annually certify the Club's compliance with these Rules, by August 15 of each year, which shall be a condition of the Club's continued recognition and existence as a Gator Club®, as determined by the Alumni Association.

## **I. General**

The Club will be known officially as the University of Florida \_\_\_\_\_ Gator Club®.

The Club is an affiliate of the Alumni Association and is to be operated primarily for educational and charitable purposes in support of the University of Florida, as set forth in the Club's Charter.

## **II. Membership and Dues**

Only members of the Alumni Association are Club members. Membership in the Alumni Association is open to alumni, current students, former students, family of alumni, and all other persons who have an interest in the Club, the Alumni Association, and the University of Florida. The Alumni Association will periodically establish the form and manner in which persons may apply for membership, and may also establish the level of benefits to different membership groups. Each member agrees to be bound by these Rules and the bylaws of the Alumni Association.

The Alumni Association shall periodically establish the amount and method of payment of Alumni Association membership dues. In order to be considered in good standing, all Club members must pay the required Alumni Association membership dues as established by the Alumni Association. There shall be no additional dues charged for membership in the Club.

No member will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of the Club, nor will any of the property or assets be distributed to any member on its dissolution. No member will be personally liable for any of the Club's debts, liabilities, or obligations, nor will any member be assessed for the debts, liabilities, or obligations of the Club solely as a result of membership.

## **III. Officers**

Only members in good standing will be eligible to hold any office and/or serve on the Board of Directors of the Club. (All references in the Rules to "Board" shall mean the Board of Directors of the Club unless otherwise specified.)

Each Club must have a President, President-elect, Treasurer, and Secretary, elected as set forth below.

Each Club shall also have an Assistant Treasurer which shall be the Executive Director/Secretary of the Alumni Association. The Club may elect other officers as needed, including, but not limited to, an Academic Vice President, Outreach Vice President, Athletic Vice President, Communications Vice President, and Young Alumni Coordinator. Officers shall be elected either by the Board of Directors of the Club or by the membership, in accordance with the nomination and election procedures set forth below.

An officer (other than the Assistant Treasurer) may be removed by a two-thirds vote of the Board, whenever in its judgment the interests of the Club would be best served. Any officer (other than the Assistant Treasurer) may be removed by a two-thirds vote of the Board of Directors of the Alumni Association, whenever in its best judgment the interests of the Club and the Alumni Association would best be served. No Club rules or local policies shall have the effect of granting removal rights to any one officer or reducing the number of votes needed to remove an officer.

The President shall be the person who held the office of President-Elect during the immediately preceding term of office. The President shall preside at all Club, Board, and Executive Committee meetings, appoint chairs and committee members, and perform such other duties as prescribed in these Rules or as assigned by the Board. The President is authorized on behalf of the Club to sign any reports required by law or by the Board, the Executive Committee, or the Alumni Association, or otherwise incident to the office.

The President-Elect shall perform the duties of the President in the absence or disability of the President.

The Treasurer shall have custody of all of the funds of the Club, keep a full and accurate account of the receipts and expenditures, and make disbursements as authorized by the Board. The Treasurer shall present a financial statement at such times as requested by the Board, make a full financial report at meetings of the membership, and file financial reports as required by the Alumni Association. The Treasurer shall be responsible for the maintenance of such books of account and records as necessary.

The Secretary shall record the minutes of all meetings of the Club and of the Board, and perform such other duties as may be delegated by the Board.

The Assistant Treasurer shall be the Executive Director/Secretary of the Alumni Association. The Assistant Treasurer is authorized to sign all tax returns and related documents on behalf of the Club.

A member may hold more than one office at a time, except that the President or President-Elect may not concurrently hold the office of Treasurer. Terms of office for officers will begin on July 1. A term of office may be as set by the Board for one fiscal year or two; once a Club has set the term of office, the term may not be changed except by a vote of the Board effective upon completion of all then-current terms of office. No change of term may be used to extend or shorten the term of an officer then serving. No one may hold either the office of President or the office of Treasurer for more than four consecutive years in the same office.

#### **IV. Board of Directors**

The governing body of the Club will be a Board of Directors. All Club officers and the immediate past President shall be ex-officio voting Directors. Ex-officio Directors will serve for as long as they hold office in the Club. The Board shall also have at least three and not more than eleven elected, voting Directors. Terms of office for Elected Directors will begin on July 1. A term of office may be as set by the Board for one fiscal year or two; once a Club has set the term of office, the term may not be changed

except by a vote of the Board effective upon completion of all then-current terms of office. No change of term may be used to extend or shorten the term of an Elected Director then serving. Elected Directors will be elected either by the Board or by the membership in accordance with the procedures set forth below.

An Elected Director may not serve more than four consecutive years as an Elected Director. After that, a Director may not serve on the Board as an Elected Director for two full years before serving again in that capacity. Past Presidents (except the immediate past President who is an ex-officio voting member) may serve as Elected Directors of the Club, but shall be subject to election in the same fashion as all other Elected Directors.

No Club Director or Officer has the authority to bind the Alumni Association.

A Director may resign at any time by submitting a written resignation to the President and Board.

Any Director may be removed by a two-thirds vote of the Board, whenever in its judgment the interests of the Club would be best served. Any Director may be removed by a two-thirds vote of the Board of Directors of the Alumni Association, whenever in its best judgment the interests of the Club and the Alumni Association would best be served. No Club rules or local policies shall have the effect of granting removal rights to any one officer or reducing the number of votes needed to remove a Director.

The Board will fill any vacancy on the Board by electing a new Director by a majority vote of the Board. Any person elected to fill a vacancy in the Board will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Rules.

No member of the Board will receive any compensation from the Club solely by virtue of his or her membership on the Board.

The Directors will not be personally liable for debts, liabilities, or other obligations of the Club.

## **V. Committees; Elections**

There may be such committees as are authorized by the Board. The chair and members of all committees will be appointed by the President, subject to the approval of the Board.

The President will appoint a Nominating Committee composed of members of the Club, including two elected Directors, and chaired by a past President of the Club. The Nominating Committee shall submit names of candidates for all officers except Assistant Treasurer. The President will ask for and accept further nominations in writing (which may be submitted electronically) from the members of the Club.

Only Club members will be eligible to vote and to stand for nomination and election to the Board or an office.

If election of officers and Directors is by the Board, then election shall be by majority vote at a duly-called meeting at which a quorum is present. For this purpose, a quorum shall be one-third of the total number of voting members of the Board. If election of officers and Directors is by the membership, then election shall be by majority vote of those present at a duly-called meeting of the entire Club membership, or by electronic means as approved by the Alumni Association. Election shall be by membership unless otherwise approved by the Alumni Association on a case-by-case basis for the Club. No change in voting procedure shall be effective until the elections at least one full term after the change.

## **VI. Meetings**

The Club is encouraged to have at least one meeting of the full membership each fiscal year. The Board of Directors will meet at least four times each fiscal year. Meetings of the Board of Directors may be called by the President or a majority of the members of the Board of Directors, provided that written or electronic notice of the meeting, including time and place, is given to the members of the Board of Directors and the full membership at least five days prior to each meeting. Notice may be given by email or by posting on the Club website.

For meetings of the Board, one-third of the voting members of the Board will constitute a quorum. For meetings of the full membership or a committee, a quorum will consist of the members in attendance. Attendance may be by attending a duly noticed meeting in person or by telephone. Once a quorum is established, it will remain in effect for the entire meeting. Proxy voting shall not be permitted.

Except as may otherwise be provided in these Rules, the act of a majority of the voting members of the Board, Club members, or committee members present at any meeting at which a quorum is present will be the act of the Board, the Club, or the applicable committee.

## **VII. Fiscal Year; Financial Matters**

The fiscal year of the Club shall coincide with the fiscal year of the Alumni Association.

The Treasurer and President, with the Board, will review the books, records, and accounts of the Club at least once per fiscal year. The annual report for the Club may include comments with regard to improvements in the Club's procedures and controls, if any.

## **VIII. Conflict of Interest**

No member of the Board of Directors may have a material personal interest in conflict with the interests of the Club or be engaged to provide professional or other services to the Club for remuneration, unless the arrangement is the result of a competitive bidding process or has been fully disclosed to the Board in advance. The Club is not precluded from engaging the services of a Director, or the Director's company, employer, associates, or immediate family members so long as the relationship is fully disclosed in advance to the Board. The Club shall not use Club funds to provide any remuneration, benefit, or award to any officer, Director, member, or other person, including but not limited to athletic tickets purchased by the Club, except for (a) a prize awarded in connection with a fundraising activity in which all Club members may participate, (b) a benefit provided to all Club members, (c) food provided to all Club members volunteering to work at an event or project open to all members at which an admission fee is not charged, or (d) a recognition item for service, which costs less than \$100. A Club scholarship award, through established procedures, to someone in the family of a Club member shall not be precluded by the forgoing provision.

A Director will not use his or her personal influence in order to obtain a contract with the Club; a Director may, however, state his or her position and answer pertinent questions with respect to the matter. If the Club engages a Director, or the Director's company, employer, associate, or family member to provide professional services for remuneration, the Club will enter into a written agreement for those services to specify the cost, nature, term, and scope of the engagement, and any other factors determined necessary by the Board. No Director may vote on any matter in which the Director has a direct pecuniary interest including, but not limited to, approval of the agreement.

Any member of the Board who receives fees, commissions, or other remuneration furnished by the Club to the Director, or the Director's company, employer, associates, or family members, shall promptly disclose such matters to the President and Board in writing. Each member of the Board shall sign a conflict disclosure in a form as determined by the Alumni Association.

## **IX. Miscellaneous**

The Club shall not release or sell personal or financial information about alumni, students, members, volunteers, donors, or prospective donors for any purpose. No Club member may use any member contact information for personal, political, or commercial purposes, or any other non-Club related purpose.

The Club shall not discriminate based upon race, creed, color, religion, gender, marital status, sexual orientation, age, national origin, disability, political opinions or affiliation, or veteran status.

The Florida Sales Tax Exemption Certificate of the Alumni Association may only be used for qualifying purchases and activities of the Club.

Certified:

The University of Florida \_\_\_\_\_ Gator Club®

By: \_\_\_\_\_

As its \_\_\_\_\_

Date \_\_\_\_\_