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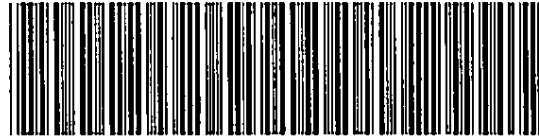
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FILED  
2018 MAY 14 P 3 51  
SECOND FLOOR OF CIVIL  
TALLAHASSEE, FLORIDA

MAY 17 2018  
T. LEWIS

*Noted*



College of Nursing  
Dean's Office

PO Box 100197  
Gainesville, FL 32610-0197  
Phone: 352-273-6324

May 8, 2018

Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: College of Nursing Faculty Practice Association, Inc.  
Document number: N98000002710

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you

Sincerely,

A handwritten signature in cursive script, reading "D. Schentrup".

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Denise Schentrup, DNP, ARNP-BC  
Treasurer / Secretary, College of Nursing Faculty Practice Association, Inc.  
Associate Dean for Clinical Affairs and Clinical Associate Professor  
College of Nursing

**AMENDED AND RESTATED  
BYLAWS OF  
UNIVERSITY OF FLORIDA COLLEGE OF NURSING  
FACULTY PRACTICE ASSOCIATION, INC.  
(Adopted on December 11, 2017)**

**FILED**  
2018 MAY 14 P 3:51  
CLERK OF COURT  
MADISON COUNTY, FLORIDA

**ARTICLE I.  
NAME**

The name of this Corporation shall be **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**, a not-for-profit corporation.

**ARTICLE II.  
PURPOSE**

The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hills Miller Health Center and the College of Nursing, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**ARTICLE III.  
MEMBERSHIP**

The voting membership of the Corporation will consist of the Dean of the College of Nursing ("College"), the University of Florida's Senior Vice President - Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty member of the College. Each member must be a full-time member of the faculty of the College, with the exception of the University of Florida's Senior Vice President - Health Affairs.

**ARTICLE IV.  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE V.  
MEETINGS**

**Section 5.1 – Annual Meeting.** There shall be an annual meeting of the members in the spring semester of each year for (i) the election of members of the Board in any year such election is required, (ii) receiving annual reports of officers, directors and committees and (iii) the transaction of other business. The announcement of the meeting, signed by the Secretary, shall be sent by electronic or regular mail, except as herein or by statute otherwise provided, at least ten days and not more than fifty (50) days before the time appointed for each meeting. All notices of the regular meeting shall set forth the place, date, time and purpose of the meeting.

Section 5.2 – Special Meetings. Special meetings of the membership may be called by the Board of Directors at their discretion. Upon the written request of ten (10) members, the Board of Directors shall call a special meeting of the membership to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the regular meetings. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 5.3 – Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 5.4 – Quorum. The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

Section 5.5 – Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 5.6 – Order of Business. The order of business shall be as follows at all meetings of the Corporation and Board of Directors:

- (a) Recording the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers (if applicable).
- (f) Report of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the chairperson without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS**

Section 6.1 -Membership. The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President - Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, a College Administrator appointed by the Dean and two members of the Corporation elected by the membership. Any member of the Corporation may be nominated for the Board by members of the Board or of the Corporation. Any nominees not receiving a majority vote will be elected by a runoff ballot process involving the two candidates receiving the most votes.

Section 6.2 Term. The Dean of the College, the College Administrator, University President, the Senior Vice President - Health Affairs and the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee of any of the foregoing, will serve as members of the Board for such time as such persons continue to serve in their respective capacities. Elected members will serve for a period of two (2) years with staggered terms.

Section 6.3 – Powers and Duties of the Board of Directors. Where applicable, Section 6.3 is subject to the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to its officers.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the Corporation shall be used to further the scientific, educational and charitable purposes of the Corporation.

No property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of the Board.

The Corporation's power and authority to borrow money by issuing long or short term notes, bonds or debentures; to pledge, mortgage, or otherwise encumber its assets; or to invest the funds of the Corporation in investment vehicles other than those described in Section 17.57(2), Florida Statutes, shall be subject to written approval by the Senior Vice President - Health Affairs as well as the limitations contained in the Articles of Incorporation, the Practice Plan and the rules and regulations of the University of Florida Board of Trustees and of the Board of Governors as amended from time to time, including the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

Section 6.4 – Meetings of the Board. Regular meetings of the Board of Directors shall be held at least quarterly, and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. No formal notice shall be necessary for regular meetings of the Board. Special meetings of the Board may be called by the Chair of the Board or upon the written request of a majority of Board members. The Secretary shall give five (5) days prior notice of any special meeting to all members of the Board.

Section 6.5 – Waiver. Notwithstanding the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or outside of the State of Florida, and any action may be taken thereat, if notice is waived in writing by three-fourths (3/4) of all members of the Board.

Section 6.6 – Quorum. Four members of the Board of Directors will constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a Chair for the meeting. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting. If a quorum is not originally present, a lesser number may adjourn the meeting to a date not more than ten (10) days later.

Section 6.7 – Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of the Dean, University President, the College Administrator, Senior Vice President - Health Affairs, or Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer, or any respective designee, the person acting in that capacity will fill the vacancy and hold office until a permanent appointment is made. In the case of elected members, a vacancy will be filled by a majority vote by ballot of the remaining members of the Board at a special meeting called for that purpose; the person so chosen will hold office for the remainder of the term of the replaced, elected member.

Section 6.8 Conflicts of interest. Members of the Board are required to divulge any potential conflicts of interest to the Chair, Board of Directors. The Chair is required to report potential conflicts of interest to the Senior Vice President - Health Affairs.

Section 6.9 – Removal. A director other than an ex-officio director may be removed for any reason by majority vote of the Board of Directors. Any director may be removed for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VII.**

### **OFFICERS**

Section 7.1 – Number. The officers of the Corporation will include a Chair/Chief Executive Officer (referred to herein as the "Chair"), who shall be the Dean of the College, a Vice Chair, a Secretary, a Treasurer and any other officer identified in these Bylaws or any amendments thereto. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Board of Directors.

Section 7.2 – Method of Election. The Board of Directors shall elect all officers, other than the Chair, for a term of two (2) years, staggered. A majority of quorum present shall be necessary to constitute an election. Elected officers will take office on July 1 following their election. All officers other than the Chair may be removed, with or without cause by a majority vote of the Board of Directors. The Chair is appointed and may be removed as provided in Section 7.6.

Section 7.3 – Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

Chair. The Chair will preside at the respective meetings of the members of the Corporation and the Board of Directors, and will be a member ex officio with a right to vote on all committees of the Board. The Chair will also, at the annual meeting of the Corporation and such other times as the Chair deems proper, communicate to the Corporation or to the Board such matters and make such suggestions as may, in the Chair's opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and will perform such other duties as are incident to the office of the Chair.

Vice Chair. In case of the absence or death of the Chair, or of the latter's inability from any cause to act, the Vice Chair will perform the duties of the Chair.

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect any fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and members of the Corporation of their appointment on Committees; to furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and upon

request give notice of the meetings of the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Corporation, and generally to devote best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

**Treasurer.** The Treasurer shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors and the Dean of the College or designee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the College or the Dean's designee and subject to the Dean's inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a treasurer-elect, to the Chair. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

**Section 7.4 – Bond of Treasurer.** The Treasurer shall give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

**Section 7.5 – Vacancies.** All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting specifically called for that purpose.

**Section 7.6 – Chief Executive Officer.** The Chief Executive Officer, who is also the Chair, shall be appointed by the President of the University of Florida. The Chief Executive Officer shall report to the Board of Directors and to the President of the University of Florida or his or her designee. The Chief Executive Officer may be removed for any reason by majority vote of the Board of Directors and may be removed for cause or unacceptable performance by the President of the University of Florida after consulting with the Board of Directors.

**Section 7.7 Removal.** An officer other than an ex-officio officer may be removed for any reason by majority vote of the Board of Directors. Any officer may be removed for cause or unacceptable performance by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE VIII.** **COMMITTEES**

**Section 8.1 Committee on Nominations.** The College of Nursing Nominating Committee will serve as the Nominating Committee for the Corporation and will nominate candidates for elected membership to the Board. The Nominating Committee will notify the Secretary in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, will send by electronic or regular mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

**Section 8.2 – Independent Nominations.** Nominations for the Board may also be made by the written endorsement of not less than ten (10) members of the Corporation, if forwarded to the Secretary at least fifteen (15) days prior to the annual meeting of the Corporation for immediate transmittal by the Secretary to the members.

**Section 8.3 – Standing Committees.** At the annual meeting of the Board, or as soon thereafter as practicable, the Chair shall, subject to the Board's approval, appoint such committees and as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Standing committees include, but are not limited to, the Faculty Practice Committee and the Audit Committee.

The College of Nursing Faculty Practice Committee will serve as the Faculty Practice Committee for the Corporation. Authority, duties, and membership are listed in the Bylaws of the Faculty Organization of the College of Nursing.

Purpose, functions, composition, meetings and statement of independence of the Audit Committee are explicated in the University of Florida College of Nursing Faculty Practice Association, Inc. Audit Committee Charter. The Audit Committee Charter, and any amendments thereto, shall be approved by the President of the University of Florida or his or her designee.

**Section 8.4 – Special Committees.** The Chair may, at any time, appoint other committees on any subject for which there are no standing committees.

**Section 8.5 – Committee Quorum.** A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall by a majority of its entire membership decide otherwise. Once a quorum is established, it shall be deemed established for the entire meeting irrespective of the actual attendance at any particular time during the meeting.

**Section 8.6 – Committee Vacancies.** The authority which originally appointed a committee shall have the power to fill any vacancy on the committee.

**Section 8.7 – Committee Removal.** A committee member may be removed from a committee for any reason by majority vote of the Board of Directors. Any committee member may be removed from a committee for cause by the President of the University of Florida after consultation with the conflict-free members of the Board of Directors.

## **ARTICLE IX.**

### **PROFESSIONAL INCOME**

**Section 9.1 – Assignment.** Each full time member of the faculty shall assign to the University, completely and irrevocably, all faculty practice income collected by said member as more particularly described in the Faculty Practice Plan for the College. Any honoraria, royalties, consultant fees, or other income derived from outside employment approved by the Dean of the College shall not be considered faculty practice income.

**Section 9.2 – Allocation.** All faculty practice income received by the Corporation from its members shall, upon approval of the Dean, be allocated for and credited to the account of the department to which the member who earned the fee is assigned; or alternately, shall be allocated for and credited to the Fund as described in Article X Section 10.3.

## **ARTICLE X.**

### **EXPENDITURE OF RECEIPTS**

**Section 10.1. Use of Receipts.** The receipts of the Corporation shall be used first to pay the operating expenses of the Corporation. The net receipts remaining after payment of all costs of operation of the Corporation shall be accumulated, expended and distributed as provided in the Faculty Practice Plan of the College.

Section 10.2 – Approval by University Officials. The accumulation, expenditure and distribution of all funds of the Corporation shall be exclusively for the improvement and support of education and research at the College and shall be made only after approval by the Dean of the College or designee and after approval by the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

Section 10.3 – College Fund. A College Fund shall be established for the exclusive use of the Dean in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the College. Such funds may be used to defray operating expenses of the College not otherwise paid by the Corporation or the University of Florida, including: costs of health-related research; expenses and fees incurred in the presentation of research data and findings in professional publications, at health-related meetings and symposia, or in any other form; expenses of faculty and students in attending professional meetings and programs; incentive payments to faculty and other personnel to stimulate their respective teaching, learning, and investigative potential; lecture fees and expenses of visiting speakers and consultants; and such other costs and expenses as are deemed appropriated by the Dean. The amount to be distributed to this fund by the Corporation will be determined by the Dean of the College in consultation with the Board, but is not to exceed an amount equal to fifteen percent (15%) of the net funds collected.

## **ARTICLE XI.**

### **ADMINISTRATION POLICIES**

Section 11.1 – Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the rules and policies of The University of Florida Board of Trustees and the Florida Board of Governors concerning Faculty Practice Plans, including those contained in Board of Trustees Internal Operating Memorandum 07-21, and those contained in the Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017, and any amendments to any of the foregoing.

Section 11.2 – Financial Audits and Reports. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time designated by the Dean of the College. Copies of each audited financial statement and management letter shall be promptly sent not later than the end of the third month following the close of the Corporation's fiscal year to the President of the University of Florida or his or her designee and the Dean of the College of Nursing for their review and then forwarded to the Board of Governors for review.

Section 11.3 – Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean and Senior Vice President - Health Affairs and sent no later than sixty (60) days after the first day of the fiscal year to which it pertains to the President of the University of Florida or his or her designee for review and approval.

## **ARTICLE XII.**

### **SEAL**

The Seal of the Corporation shall be as more particularly shown in the following impression.

### **ARTICLE XIII. AMENDMENTS**

The Bylaws and Articles of Incorporation of the Corporation may be made, altered or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meetings called for that purpose; provided, however, all changes or deletions are subject to the written approval of the President of the University of Florida, as well as the Board of Trustees when required pursuant to the Governance Enhancement Standards adopted on March 17, 2017 including any amendments thereto.

### **ARTICLE XIV. INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interest of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself or herself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the President immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative source(s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative source(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

### **ARTICLE XV. MISCELLANEOUS**

Section 15.1 - Review of Mission. The President of the University of Florida or his or her designee shall periodically review the mission of the Corporation to ensure that it supports one or more of the purposes of the University of Florida.

Section 15.2 - Policies. The Corporation shall at all times adhere to and abide by the policies of the University of Florida in effect from time to time with respect to ethics, conflicts of interest, personnel (if applicable), discrimination and sexual harassment.

Section 15.3 - Presidential Authority. The President of the University of Florida shall have the power to: monitor and control the use of University resources by the Corporation; control the use of the University name by the Corporation and monitor the Corporation's compliance with federal and state laws and rules.

Section 15.4 - Definitions: As used in these Bylaws:

"Board of Trustees" or "UFBOT" means the University of Florida Board of Trustees.

"Directors" means the members of the Board of Directors of the Corporation.

"Corporation" means the Faculty Practice Association, Inc.

"Ex Officio" means by virtue or because of an office.

"For cause" means actions or omissions that may adversely reflect on the interest and/or reputation of the Corporation or The University of Florida, as determined by the President of the University of Florida after consulting with the Board of Directors. Any such determination may be made by the President of the University of Florida and need not depend on the conclusion of any external determination or process.

"Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

"University" or "UF" means the University of Florida.

"University President" or "President of the University" means the President of the University of Florida.

In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

I HEREBY CERTIFY THAT the foregoing Amended and Restated Bylaws are the Bylaws of University of Florida College of Nursing Faculty Practice Association, Inc. and were adopted by the Board of Directors on December 11, 2017.

By: Anna M. McDaniel, President

Attest:

Anna M. McDaniel

(State of Florida)  
(County of Alachua)

The foregoing instrument was acknowledged before me this 2nd day of January 2018 by Anna M. McDaniel the Chair of the Board of Directors of the University of Florida College of Nursing Faculty Practice Association, Inc., a Florida not-for-profit Corporation.

Danean K. Ermentrout  
Notary

Danean K. Ermentrout  
Printed/Typed Name of Notary  
Commission No. 67608039 Expires: 5/2/2021  
Personally known ☒ ID Produced: ☐

Approved: Anna M. McDaniel  
Dean, College of Nursing

Denise Schenk  
Secretary

