



UNIVERSITY of  
**SOUTH FLORIDA**

**USF Board of Trustees  
Governance Committee**

Tuesday, November 19, 2024  
Time: 9-9:20am  
Microsoft Teams Meeting

*Trustees:* Will Weatherford, Chair; Sandra Callahan, Michael Carrere, Mike Griffin, Melissa Seixas

**A G E N D A**

- I. Call to Order and Welcome Chair Will Weatherford
- II. Public Comments Subject to USF Procedure
- III. New Business – Action Items
  - a. [Approval of August 27, 2024, Minutes](#) Chair Weatherford
  - b. Direct-Support Organizations – Sun Dome, Inc. Chief Regulatory Counsel  
Joel Londrigan
    - i. [Name Change](#)
    - ii. [Amendments to Bylaws](#)
    - iii. [Amendments to Articles of Incorporation](#)
- IV. New Business – Information Items
  - a. [Direct-Support Organization – Institute of Applied Engineering Board of Directors](#) Chair Weatherford
- V. Adjournment Chair Weatherford

**USF Board of Trustees**

**Governance Committee Meeting**

Tuesday, August 27, 2024

Microsoft Teams Meeting

*Trustees: Chair Will Weatherford, Sandra Callahan, Michael Carrere, Mike Griffin, Melissa Seixas*

Chair Will Weatherford welcomed everyone to the Governance Committee Meeting and asked Brittany Dix to call the roll.

Trustee Sandra Callahan  
Trustee Michael Carrere  
Trustee Mike Griffin  
Trustee Melissa Seixas  
Trustee Will Weatherford

There were no requests for public comments, so Chair Weatherford proceeded with the meeting.

**New Business - Action Items**

**a. Approval of May 14, 2024, Minutes**

There were no changes to the May 14<sup>th</sup> minutes. Chair Weatherford requested a motion to approve. The motion was given by Trustee Seixas, seconded by Trustee Callahan, and approved.

**b. Direct Support Organizations- Board of Directors**

Chair Weatherford took a moment to acknowledge and thank all volunteers for sacrificing their time and efforts on behalf of the Bull nation.

- i. USF Foundation, Inc.

There are eight new appointments, eight term renewals, and one ex-officio appointment for terms starting July 1, 2024, or upon approval by the USF Board of Trustees.

New Appointments:

- **Don Aripoli**, Vice President Emeritus for Student Affairs (Retired), Missouri State University
- **Elodie Dorso**, '01, President and CEO, Evara Health
- **Cindy Kane**, '76, Owner (Retired), GW Group LLC

- **Sam Lazzara**, '84, Shareholder, Rivero, Gordimer & Co.
- **Chip Newton**, Private Investor
- **Sheetal Patel**, '14, Chief Operating Officer, Patel Family Office
- **Juan Carlos “JC” Prado**, '79, President, Prado Enterprise
- **Supriya Taneja**, Co-Owner, General Counsel, Belcher Pharmaceuticals

Term Renewals:

- **Sam Barrington**, '12, Owner, Sky Limit Crane & Rigging
- **Brad Bernstein**, '84, Senior Advisor, Monroe Capital LLC
- **Laura Crouch**, TECO Energy Inc. (Retired)
- **Stephanie Goforth**, '82, Executive VP, Global Head of Sales & Marketing, Northern Trust
- **Andy Hafer**, '88, Executive Chairman, DCE Productions
- **Bill Mariotti**, '15, President, Bill Mariotti Site Development Co., Inc.
- **Tony Umholtz**, '99, SUP Market Manager, First Horizon Bank
- **Panos Vasiloudes**, President & CEO and Medical Director, Academic Alliance in Dermatology, Inc.

Ex-Officio Appointments:

- **Sally Dee**, USF Alumni Association Board of Directors

Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Seixas, and approved.

- ii. University Medical Service Association, Inc.

Approve changes to University Medical Service Association, Inc. (“UMSA”) Board of Directors.

Elected Members of UMSA Board of Directors for FY2024:

- **Tapan Padhya, M.D. Professor and Chair of Otolaryngology-ENT**, - A re-elected Director representing the *Surgical Chairs*, with a term ending at the October 2027 annual board meeting
- **Kevin Sneed, M.D, Dean of the Taneja College of Pharmacy**, has been appointed as the University’s President’s Representative
- **Terri Ashmeade, M.D., Associate Dean for Clinical Affairs**, now serves as a Director

Appointed to UMSA Board by MCOM Senior Vice President:

- **Dr. Javier Cuevas, Senior Associate Dean of Faculty and Academic Affairs, USF Health Morsani College of Medicine**, as a Director (replacing Dr. Stephen Liggett)
- **Mr. Daniel Vukmer, Senior Associate Dean Morsani College of Medicine and Senior Associate VP, USF Health**, as a Director (replacing Dr. Kevin Sneed)

Chair Weatherford requested a motion to approve. The motion was given by Trustee Seixas, seconded by Trustee Callahan, and approved.

iii. Medical Services Support Corporation

Approve changes to Medical Services Support Corporation (“MSSC”) Board of Directors.

Elected Members of MSSC Board of Directors for FY2024:

- **Tapan Padhya, M.D. Professor and Chair of Otolaryngology-ENT**, - A re-elected Director representing the *Surgical Chairs*, with a term ending at the October 2027 annual board meeting
- **Kevin Sneed, M.D, Dean of the Taneja College of Pharmacy**, has been appointed as the University’s President’s Representative
- **Terri Ashmeade, M.D., Associate Dean for Clinical Affairs**, now serves as a Director

Appointed to MSSC Board by MCOM Senior Vice President:

- **Dr. Javier Cuevas, Senior Associate Dean of Faculty and Academic Affairs, USF Health Morsani College of Medicine**, as a Director (replacing Dr. Stephen Liggett)
- **Mr. Daniel Vukmer, Senior Associate Dean Morsani College of Medicine and Senior Associate VP, USF Health**, as a Director (replacing Dr. Kevin Sneed)

Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Seixas, and approved.

iv. USF Health Professions Conferencing Corporation

Approve Direct Support Organization Board Member:

- **Jean Bismuth, MD, FACS** is Professor of Surgery, Chief Division of USF Vascular Surgery and Medical Director - TGH HVI Vascular Center of Excellence. She is eligible for a 4-year appointment ending August 30, 2030.

Chair Weatherford requested a motion to approve. The motion was given by Trustee Griffin, seconded by Trustee Callahan, and approved.

#### **c. USF Sarasota-Manatee Campus Board Members**

Approve appointments to the USF Sarasota-Manatee Campus Advisory Board. Pursuant to Florida Statute 1004.341, Section 2 (a) (effective July 2, 2020) The Board of Trustees of the University of South Florida, based upon recommendations of the President of the University of South Florida, shall appoint:

- **Lisa Carlton** - An eighth generation Floridian and co-owner and manager of the Mabry Carlton Ranch, Inc. in Sarasota County.
- **Diana Michel** – Diana owned and operated a successful marketing company for 10 years, giving her an edge in promoting her listings and selling them at the highest possible price. Diana specializes in luxury waterfront properties and master-planned family neighborhoods throughout Florida's Gulf Coast.
- **Ernie Withers** - Contract Moderator for CDK Global, President of Defibrillate Manatee Foundation, Retired General Manager, Mercedes Benz of Sarasota.

Chair Weatherford requested a motion to approve the USF Sarasota-Manatee Campus Board members. The motion was given by Trustee Griffin, seconded by Trustee Callahan, and approved.

#### **d. USF President's 2024-2025 Goals**

Chair Weatherford reported that one of the duties as a Board is to set goals and evaluate the performance of the University President which is required by both the Board of Governors and the President's contract.

The evaluation process is initiated by President Law. She submits and proposes her goals to Chair Weatherford. The President and Chair discuss the goals and make adjustments before sharing them with the Governance Committee for consideration. The goals will be presented at the full Board meeting on September 10<sup>th</sup>. The Board will then vote to approve the plan.

During the full Board meeting, the Board will discuss the President's performance last year as it relates to her established goals from that year. This will determine her eligibility for bonus compensation under the contract.

President's Remarks:

President Law commented on the proposed goals and the objectives for 2025. Many of them are a continuation of goals that have been established in previous years. They are multi-year initiatives that are tied to critical investments needed to shape the university's future. There are bold ambitions for the university which require time, patience, and a consistent effort.

President Law continued her discussion and highlighted the following:

- USF started on the AAU track in 2007.
- Our goals are milestones in which we identify ourselves with no stopping points. They are the next level as we move forward toward excellence.
- We must continue to reinvent ourselves.
- Our accomplishments require a great team with everyone focused on the vision for USF.
- Goals and strategic priorities for the upcoming year.

President Law concluded her discussion on the 2024-2025 Presidential Goals and commented that we will continue to challenge ourselves and are on the right track.

Chair Weatherford opened the floor for discussion and questions as it relates to the goals.

Trustee Seixas commented on the importance of alignment. She questioned the method in which the goals will be communicated through the Leadership Team and throughout the institution.

President Law answered that the communication concerning the President's goals will start with both the President's Cabinet and the Leadership Council which is a much broader group.

Trustee Seixas asked if there's a mid-year check in on the goal status to ensure everything is on track.

Chair Weatherford commented that he recently received updates on the goals that they were tracking from last year, however, it's not formalized. Moving forward, it would be a good idea to be more transparent by getting updates on the goal tracking mid-year, so that the President will have an opportunity to discuss with her team as well as the Board members.

President Law commented on mid-year quarterly reviews of the goals within the Cabinet.

Trustee Carrere asked President Law to elaborate more on a primary goal involving USF Health. He also requested more information on a goal involving her Direct Reports.

President Law discussed our partnership with Tampa General Hospital and how it is elevating our visibility and capabilities. She commented that we look at USF Health as an integral part of the university that is driving our research. USF's research enterprise is largely dependent on the NIH funding that is received through USF Health. We're looking at revamping some of the research enterprise and having partnerships with other organizations in order to receive larger grants.

The President also talked about the Global Virus Network and how the new faculty and staff will help our research enterprise and our efforts towards US News and World Report Top 25.

President Law discussed the process for coming up with the goals. We have a Strategic Planning Initiative Committee that meets to identify initiatives that will help move USF forward to achieve our goals.

Trustee Carrere had a follow-up question about an agreement with USF Health and TGH. He talked about the importance of getting the agreement settled for the health of our clinical practice, doctors and our institutions.

President Law commented that later in the meeting they'll go over the general terms of the agreement between USF and TGH. Our relationship with TGH has never been better. Together we're growing in ways that we are unable to do individually, and we have an opportunity to make history. The agreement will benefit not only our institutions but the entire community of individuals in need of health care.

Trustee Simmons favorably acknowledged the goals under 1D and commented that this recognizes the transition we must make as a broad-based research institution with outstanding infrastructure and multidisciplinary efforts across the university.

Chair Weatherford commended the President's goals and commented on the complexity of USF and the 50,000 students, over 15,000 employees, and the numerous stakeholders nationally and internationally who are involved. The President and her leadership team continue to do a great job.

Having no further questions, Chair Weatherford requested a motion to approve the President's goals. The motion was given by Trustee Carrere, seconded by Trustee Callahan, and approved.

### **USF President's contract**

Under the USF Presidential Contract, the Board is responsible for annually reviewing presidential compensation as part of the President's annual evaluation, which is initially carried out by the Governance Committee. This initial review considers the structure and level of Presidential compensation for alignment with market data and the President's performance.

Chair Weatherford commented that periodically we look at the President's compensation and compare it to others in the job market, particularly at other Florida SUS institutions. It's good for us to know that we're compensating our team appropriately.

USF General Counsel Gerard Solis presented.

General Counsel Solis acknowledged that the research was done by Sr. Vice President and Chief HR and Administrative Officer, Angie Sklenka and her team. He stated that looking at the President's compensation annually is a normal process for the Board. The General Counsel reported that the Board has not made any adjustments since March 2022 then highlighted the following as it relates to the President's compensation:

- Compensation Study
- Florida SUS Presidents' Compensation Comparisons and Base Compensation
- Bonus Incentive Compensation
- The President's Deferred Compensation Percentage
- At Risk Compensation
- Public Funds

Chair Weatherford thanked General Counsel Solis for his report and Sr. Vice President Angie Sklenka and her team for their research and support on the market analysis.

Chair Weatherford acknowledged the fact that we are behind in making adjustments. The Chair wanted to see us through the fiscal year and the legislative session and make sure that we accomplished our goals. This is the reason for the deferred compensation catch-up. Chair Weatherford commented that our USF President should be compensated based on the data and research.

Trustee Simmons' comments surrounded the fact that USF is on an exciting trajectory and on a higher tier than a few other Florida universities. He questioned our benchmarking comparisons.

Chair Weatherford commented that he agrees with Trustee Simmons and that the benchmarking can be readdressed between now and the next compensation review.

Trustee Seixas asked for context and any insight that the Chair may have on the Board of Governors perspective on compensation.



Chair Weatherford commented that USF has a great rapport with the BOG. We're respected for being conservative and not forcing the reset when other universities push higher.

Trustee Griffin commended the General Counsel and Angie Sklenka and her team for their work as it relates to the President's compensation. The President and her entire team are doing a stellar job. Hopefully this will provide an opportunity to elevate others in the organization. Trustee Griffin is in full support of an increase in compensation.

Trustee Griffin motioned for an approval. Trustee Carrere seconded the motion, and the President's contract was approved.

Chair Weatherford commented that the next three items will not go before the full Board. The Governance Committee will act on behalf of the full Board in this capacity.

#### **f. College of Nursing LINE Fund Proposal Approvals**

Dean Menon presented.

The Linking Industry to Nursing Education (LINE) fund provides an opportunity for each state university to receive dollar-for-dollar matching funds to match contributions from a healthcare partner. Gift funds and matching funds may be used for any of the following priorities: student scholarships, recruitment of additional faculty, purchasing or repairing equipment to support the delivery of nursing education, and/or updating nursing simulation centers.

A PowerPoint was provided which highlighted the following:

- Linking Industry to Nursing Education
- Propose of LINE Funding
- Past LINE Projects
- Request

Dean Menon requested the Board vote to delegate its authority to Dean Menon to submit LINE fund proposals, with her authority to approve each proposal contingent on obtaining approval from President Law and Chief Academic Officer of USF Health, Dr. Lockwood. A quarterly or end of year summary of proposals that were submitted and approved will be provided to the Board.

Chair Weatherford thanked Dean Menon for her presentation. There were no questions from the committee members. The Chair requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Carrere and the College of Nursing LINE Funding was approved.

**g. BOG Regulation 8.005 – General Education Course Offerings**

Per BOG Reg. 8.005, “Each State University System institution’s board of trustees and president must annually review and approve, at a public meeting, the courses offered by the institution that meet general education course requirements in accordance with sections 1007.24, 1007.25 and 1007.55, Florida Statutes.”

Chair Weatherford commented that this item was approved by the ACE Committee on August 20, 2024. To comply with the BOG deadline, the Governance Committee will be acting on behalf of the full Board. He called on Trustee Seixas on behalf of the ACE Committee.

Trustee Seixas reported that the ACE Committee discussed this agenda item at their last meeting and unanimously approved it.

There were no questions from the committee members.

General Counsel Solis stated that motion is to approve the list of General Education Courses prepared by university leadership after consultations with the Board of Governors, the Office of the General Counsel, and available faculty. University leadership represents that the list of courses that will be submitted for BOG approval aligns with BOG regulations and Florida statutes. University leadership will provide a final list of General Education to the Board prior to the Board’s next full meeting.

Chair Weatherford thanked General Counsel Solis for his report and requested a motion to approve. The motion was given by Trustee Carrere, seconded by Trustee Griffin, and approved.

**h. General Terms of Agreement between USF and TGH**

Chair Weatherford commended Vice President and Dean Lockwood and his team, as well as the leadership at TGH, for their excellent work on this agreement.

In July of 2020, USF and TGH entered into an Enhanced Affiliation Agreement to accomplish three primary goals:

- deliver the benefits of academic medicine to the communities we serve with premier, nationally ranked, academically productive sub-specialty programs, enhanced graduate and undergraduate medical education, and increased academic support funding for health research
- improve access to our primary care base and provide enhanced coordination of care for patients
- position USF and TGH to pursue impactful opportunities and affiliations as they arise.

Vice President Lockwood commented that this was a huge team effort and thanked former President Judy Genshaft and current President Rhea Law for helping to complete the task. He then provided a PowerPoint presentation which highlighted the following:

- Economic Realities for AMC's
- USF-TGH Relationship Evolution – “The Next Chapter”
- What is the Bridge Agreement?
- Major Components of the Agreement
- Funds Flow Comparison Over Time

Vice President Lockwood commented that this agreement brings us in line with all top 25 U.S. medical schools, which we intend to be over the next decade. This gives us the platform and the resources we need and aligns our interests.

Trustee Griffin commented that this was a necessary item for us to take on. We've had a tremendous amount of help under the leadership of Dr. Lockwood. Trustee Griffin is very confident in this partnership with TGH.

Trustee Simmons had questions relating to the clinical side of getting competitive salaries for USF faculty and wanted to know the source in which the funds would come from.

After detailed discussion relating to salaries, Vice President Lockwood commented that the physicians will get paid for their clinical work in the 50th percentile from a benchmark called MGMA for Private Practice.

Trustee Griffin requested a motion to approve the item. The motion was given by Trustee Callahan, seconded by Trustee Carrere, and approved.

## **New Business - Information Items**

### **a. Board Self-Assessment Review**

Pursuant to USF BOT Policy 07-001, Governance Policy, “in addition to the powers and duties outlined in Board of Governors Regulation 1.001, the Board is responsible for defining and regularly evaluating its responsibilities and expectations as outlined in the Board of Trustees Operating Procedures.”

Trustee Griffin provided a few observations before opening the floor for discussion from the Committee members.

Trustee Griffin thanked everyone for the 100% participation and response rate.

The vast majority fell within the “agree” and “strongly agree” categories. One area that received strong feedback was centered around the Board building connections and engaging

with one another between meetings. Trustee Griffin commented that we will soon work with the President and her team on how to alleviate some of the limitations.

Trustee Griffin highlighted that 83% of the Board members strongly agree that they are highly knowledgeable as it relates to the Mission, vision and strategic priorities of USF. The Board members also feel that they have a positive relationship with the university administration.

Trustee Griffin thanked the USF administration for ensuring that the Board understands the mission and priorities of the university. He encouraged Trustee members that if there are other strengths and passions that they have in their daily or professional lives that will elevate the Board's engagement, to contact him or Chair Weatherford.

Having no further business to conduct, Trustee Griffin adjourned the Governance Committee meeting.

DRAFT

**Agenda Item: III.b.i**

**USF Board of Trustees**  
November 19, 2024

**Issue:** Name change for Direct Support Organization, Sun Dome, Inc.

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**Proposed action:** Approve name change for Sun Dome, Inc.

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**Executive Summary:**

At its meeting on Tuesday, November 12, 2024, the Sun Dome, Inc. Board of Directors voted to rename its DSO as the USF Management Corporation.

In accordance with section 1004.28, Florida Statutes, and University Regulation 9.011, Sun Dome, Inc. requests the Board of Trustees approval to be renamed as USF Management Corporation.

**Financial Impact:** none

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**Strategic Goal(s) Item Supports:** Goals 1-5  
**BOT Committee Review Date:** November 19, 2024  
**Supporting Documentation Online (*please circle*):** Yes  
**Prepared by:** Office of the General Counsel

**No**

**Agenda Item: III.b.ii**

**USF Board of Trustees**  
November 19, 2024

**Issue:** Amendments to Bylaws for Direct Support Organization, Sun Dome, Inc.

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**Proposed action:** Approve amendments to Bylaws for Sun Dome, Inc.

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**Executive Summary:**

At its meeting on Tuesday, November 12, 2024, Sun Dome, Inc. approved changes to its Bylaws. Purpose and powers were specifically modified to enable greater flexibility in the scope of services that the DSO provides to the University. The Executive Director was also updated to be the University's CFO or designee as opposed to the Vice President of Athletics due to the expanded scope.

In accordance with USF Regulation 13.002, Sun Dome, Inc. requests the Board of Trustees approval for its amended Bylaws.

**Financial Impact:** none

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**Strategic Goal(s) Item Supports:** Goals 1-5  
**BOT Committee Review Date:** November 19, 2024  
**Supporting Documentation Online (*please circle*):**  
**Prepared by:** Office of the General Counsel

Yes

No

**BYLAWS  
OF  
SUN-DOME, INCORPORATED**

Effective June 4, 2003  
Draft Revision May 7, 2019

**BYLAWS  
OF  
SUN DOME, INCORPORATED**

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**BYLAWS  
OF  
SUN DOME, INCORPORATED**

**ARTICLE I**

**~~NAME AND ADDRESS~~**

**USF MANAGEMENT CORPORATION**

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is ~~Sun Dome Incorporated~~USF Management Corporation (the “Corporation”). The principal office of the Corporation shall be established and maintained in Hillsborough County, Florida. The mailing address of the Corporation shall be ~~University~~USF Management Corporation, Office of South Florida, Department of Athletics Business and Finance, 4202 East Fowler Avenue, CGS 301, Tampa, Florida 33620.

**ARTICLE II  
PURPOSES AND POWERS**

**SECTION 1. Purposes and Powers-**

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university direct-support organization of the University of South Florida (“University”) under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University ~~of South Florida~~ Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation shall possess all ~~of~~ the powers and authority as are now or may hereafter be granted to corporations not for profit and university direct-support organizations under the laws of the State of Florida. Pursuant to the ~~Corporation's~~Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include but not be limited to the following:

- A. The Corporation is organized to operate and administer for and on behalf of the University ~~of South Florida~~ certain facilities ~~located on~~ and property owned, operated, or under the ~~campus~~control of the University ~~in Hillsborough County, Florida~~, and other assets as designated by the University, for the ~~conduct of activities, events and~~

~~entertainment on behalf of the University's students, faculty and staff; provided however, that the Corporation shall make space available for University personnel at such times~~purpose of assisting University in carrying out its educational mission as directed by the ~~University's~~University's President, or ~~President's~~President's designee. As such, the Corporation will further promote, stimulate, develop and advance the business prosperity and economic welfare and diversity of ~~the~~, the State of Florida (the ~~"State"~~) and its residents.

SECTION 2. Limitations on Purposes and Powers-

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.
- D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the ~~"Code"~~).
- F. Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.
- G. The ~~University's~~University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the ~~Corporation's~~Corporation's activities are consistent with and supportive of the mission of the University; monitor compliance of the Corporation with

federal and state laws and applicable rules, regulations and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the ~~Corporation's~~Corporation's assets; consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011, University ~~of South Florida-~~RegulationsRegulation 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Direct Support Corporation-

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university direct support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.~~002, and~~0021and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USFUniversity Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USFUniversity Board of Trustees deems appropriate to provide for budget and audit review and oversight.
- C. The ~~Corporation's~~Corporation's Executive Director shall be the University Chief Financial Officer or designee and shall report to the ~~University's~~University's President (or their designee) in compliance with Florida Board of Governors Regulation 9.011(2).
- D. The Corporation shall prepare an operating budget at least annually which, upon approval by the ~~Corporation's~~Corporation's Board of Directors, shall be submitted for approval by the USFUniversity Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USFUniversity Board of Trustees or designee as soon as practicable but no later than the deadline established by the USFUniversity Board of Trustees.
- E. The Corporation shall provide for an annual audit conducted pursuant to the University'sUniversity's regulations or policies. The annual audit report shall be submitted by the Corporation to the USFUniversity Board of Trustees or designee, the Florida Board of Governors, and the Florida Auditor General for review. The USFUniversity Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the

Corporation from the Corporation or its independent auditors.

- F. The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the USFUniversity Board of Trustees or designee at the times required by the applicable regulation or policy of the USFUniversity Board of Trustees.
- G. In the event of the ~~Corporation's~~Corporation's decertification by the USFUniversity Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to the USFUniversity Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property ~~and~~, facilities and assets as requested by the University.

### **ARTICLE III** **MEMBERSHIP**

The sole member of the Corporation shall be the USFUniversity of South Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University (the ~~"Member-")~~). The Member of the Corporation shall have no voting rights as member of the Corporation.

### **ARTICLE IV** **BOARD OF DIRECTORS**

#### **SECTION 1.** Powers and Duties

- A. The Board of Directors (the ~~"Board")~~) shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.
- B. The Board shall have the powers, duties and responsibilities vested in the board of directors of a Florida not for profit and university direct support organization under applicable Florida laws and regulations.

#### **SECTION 2.** Qualification and Compensation of the Board of Directors

The property, affairs, business, funds and operations of the Corporation shall be managed,

supervised and controlled by the Board, subject to applicable law and regulations, the limitations contained in the ~~Corporation's~~Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the ~~University's~~University's President and the ~~USF~~USF ~~University~~University Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The ~~University's~~University's Vice President of Athletics (the "~~VP of Athletics~~") or their designee.
- B. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the ~~USF~~USF ~~University~~University Board of Trustees in accordance with Section 1004.28, Florida Statutes.
- C. One (1) Director shall be a person who is nominated to the Board by the ~~University's~~University's President as the ~~President's~~President's representative ~~(provided, the University's President may elect to appoint the VP of Athletics to serve as the President's representative for this purpose).~~.
- D. Up to a maximum of twelve (12) additional persons, to include non-~~USF~~USF ~~University~~University employees, who are each nominated to the Board by the University President, the ~~VP of Athletics~~University Chief Financial Officer or their designee, or the Chairperson of the Board of Directors for the Corporation.

The Board of Directors shall be comprised of not less than three (3) persons, but shall not exceed more than fifteen (15). While the University President, the ~~VP of Athletics,~~ University Chief Financial Officer of their designee, and the Chairperson of the Board of Directors can nominate members to the Board, all Board members shall be approved and formally appointed by the ~~USF~~USF ~~University~~University Board of Trustees.

Except as may be otherwise provided in the Articles and these Bylaws, Directors shall serve a term of two (2) years and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chairperson of the ~~USF~~USF ~~University~~University Board of Trustees may be removed only by action of the Chairperson of the ~~USF~~USF ~~University~~University Board of Trustees.

### SECTION 3. Removal and Resignation of Directors-

Directors may be removed by the ~~University's~~University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chairperson of the ~~USF~~USF ~~University~~University Board of Trustees may be removed only by action of the Chairperson of the ~~USF~~USF ~~University~~University

Board of Trustees. Any Director may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board.

SECTION 4. Conflict of Interest

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and ~~principle~~principal officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

ARTICLE V  
**OFFICERS OF THE CORPORATION**

The officers of this Corporation shall be a Chairperson, Vice-Chairperson, Secretary, ~~Chief Executive Officer~~Director, and such other officers as may be determined by the Board of Directors. All officers shall have such authority and perform such duties as described below:

Chairperson: The Chairperson shall:

- A. Exercise overall supervision of Board affairs and preside at meetings of the Board.
- B. Provide leadership to the Board and its committees in formulating, developing and evaluating the ~~Corporation's~~Corporation's policies and goals;.
- C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;.
- D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board; and submit all information and reports to the ~~University's~~University's President as required by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002.
- E. Perform all the duties incident to his/her office and such other duties as may be designated by the ~~University's~~University's President or the Board.

Vice-Chairperson: The Vice-Chairperson shall:

- A. In the absence of the Chairperson, preside at meetings of the Board. The Vice Chairperson shall vote ~~in~~on the decisions and actions of the Board.
- B. Perform such duties as may be designated by the Chairperson or the Board.

Secretary: The Board shall appoint an individual to serve as the Secretary. The Secretary shall:

- A. Oversee the records of attendance, votes, and minutes of all proceedings of the Board and monitor for accuracy.
- B. Ensure that a quorum of Directors is present to conduct Board meetings;.
- C. Have charge of and affix the corporate seal to instruments as appropriate.
- D. Have charge of all official records of the Corporation that shall be at all reasonable times open to the inspection of any Director; ~~and.~~
- ~~E.A. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.~~
- E. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

~~Chief~~

Executive ~~Officer~~ Director: Position is the direct representative of the Board in the management of the Corporation. The ~~position's~~ position's duties shall include, but are not limited to, the following:

- A. Direct and oversee performance of the Corporation.
- B. Sign written instruments of the Corporation except as the Board shall provide otherwise;.
- C. Control the budget and funds of the Corporation;.
- D. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings;.
- E. Create and supervise the ~~Corporation's~~ Corporation's administrative management structure and staff; ~~and.~~
- F. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.
- ~~F.A. SECTION 3. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.~~

Resignation and Removal

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified ~~therein,~~ therein upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Corporation ~~President/CEO.~~ Executive Director. The University President may, with or without cause, remove from office the Corporation ~~President/CEO.~~ Executive Director. The Chairperson or the Board shall have authority to make

appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

**MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**

**ARTICLE VI**

**Meetings of the Board of Directors and its Committees**

**SECTION 1.** Annual Meetings-

The Board shall hold regular meetings as called for by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers as applicable, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

**SECTION 2.** Special Meetings-

The Chairperson, the chairpersons of other committees, or the president of the Corporation shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson and the ~~president~~Executive Director of the Corporation shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

**SECTION 3.** Participation in Meetings by Telephone-

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

**SECTION 4.** Notice, Agendas and Minutes-

- A. Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee



members as soon as practicable prior to said meetings. Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

- B. The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively. ~~The Chairperson shall provide notices of all Board meetings to the USF Chief Financial Officer who shall have the right to attend all meetings of the Board.~~
- C. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.
- D. ~~Written minutes~~ Minutes of the proceedings of the Board and committees shall be maintained, and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

#### SECTION 5. Quorum and Voting-

- A. The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.
- B. The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.
- C. In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.
- D. The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

#### SECTION 6. Parliamentary Rules-

The most recent edition of “Roberts Rules of Order” shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

**ARTICLE II**

**~~COMMITTEES OF THE BOARD OF DIRECTORS~~**

**ARTICLE VII**

**Committees of the Board of Directors**

**SECTION 1.** Appointment to and Removal from, Composition, and Term of Committees-

- A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee only by the Board.
- B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.
- C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Board upon completion of the task for which they are established.

**SECTION 2.** Other Standing and Special Committees-

- A. Composition: The Board may by resolution appoint one or more other standing or special committees which shall perform specific functions and tasks as provided in the resolution, except that a delegation of power to such committees shall not include any of the following powers:
  - i. approve or recommend to members actions or proposals required by Chapter 617, ~~Florida Statutes, to be approved by members~~  
Florida Statutes, to be approved by members.
  - ii. fill vacancies on the Board or any committee thereof;
  - iii. adopt, amend, or repeal the Articles of Incorporation or these Bylaws of the Corporation;
  - iv. sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;
  - v. adopt a plan of voluntary dissolution of the Corporation;
  - vi. amend or repeal any resolution approved by the Board; ~~or.~~
  - vii. exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board. The Board shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Board on such matters as may be deemed necessary and appropriate at the time.

- B. Meetings, Quorums and Minutes. Meetings of standing and special committees may be called by the chairperson of the committee or by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

**ARTICLE III**

**~~ADOPTION AND AMENDMENTS~~**

**ARTICLE VIII**

**Adoption and Amendments**

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the ~~University's~~ University's President, the ~~USF~~ University Board of Trustees, and such other approvals as may be required by law or regulation.

**ARTICLE IV**

**~~INDEMNIFICATION~~**

**ARTICLE IX**

**Indemnification**

The Corporation shall indemnify each director, officer, employee, and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not ~~For~~ for Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent, or other person may have

or hereafter acquire under the Florida Not ~~For~~ Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

**ARTICLE V**

**DEDICATION OF ASSETS AND DISSOLUTION**

**ARTICLE X**

**Dedication of Assets and Dissolution**

The Corporation dedicates all assets which it may acquire to ~~the~~ charitable purposes as set forth in Article ~~III hereof~~ III thereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

**ARTICLE VI**

**ACCESS TO CORPORATE RECORDS**

**ARTICLE XI**

**Access to Corporate Records**

Public access to all records of the Corporation shall be governed by Section 1004.28, Florida Statutes and the ~~Corporation's~~ Corporation's policy on disclosure of records.

[4872-6611-6082, v. 1](#)

**Agenda Item: III.b.iii**

**USF Board of Trustees**  
November 19, 2024

**Issue:** Amendments to Articles of Incorporation for Direct Support Organization, Sun Dome, Inc.

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**Proposed action:** Approve amendments to Articles of Incorporation for Sun Dome, Inc.

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**Executive Summary:**

At its meeting on Tuesday, November 12, 2024, Sun Dome, Inc. approved changes to its Articles of Incorporation. The material changes address the change in name, expanded scope and purpose of the DSO, and language to better align the articles with the University's DSO regulation.

In accordance with USF Regulation 13.002, Sun Dome, Inc. requests the Board of Trustees approval for its amended Articles of Incorporation.

**Financial Impact:** none

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**Strategic Goal(s) Item Supports:** Goals 1-5  
**BOT Committee Review Date:** November 19, 2024  
**Supporting Documentation Online (*please circle*):**  
**Prepared by:** Office of the General Counsel

Yes

No

AMENDED AND RESTATED August 11, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327

Tallahassee, FL 32314

~~To~~ ARTICLES OF INCORPORATION

of

SUN DOME, INC.

USF MANAGEMENT CORPORATION

Pursuant to the provisions of ~~section~~Section 617.~~1006~~1007, Florida Statutes, the ~~undersigned~~above-named Florida ~~nonprofit~~not for profit corporation-, USF Management Corporation (the "Corporation") hereby adopts the following *articles of amendment to its articles of incorporation.*

**FIRST:** ~~Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)~~

Article IV, No. 1 and No. 2 ~~Amended~~

Article VII, No. 1(a) and 1(d) ~~Amended~~

Article VIII ~~Amended~~

Article IX ~~Amended~~

Article XI ~~Amended~~

**SECOND:** ~~The date of adoption of the amendment(s) was: October 29, 1997~~

**THIRD:** ~~Adoption of Amendment (CHECK ONE)~~

~~The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.~~

~~There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.~~

SUN DOME, INC.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

\_\_\_\_\_  
\_\_\_\_\_  
Noreen Segrest  
Typed or printed name

\_\_\_\_\_  
\_\_\_\_\_  
Treasurer August 11, 1998  
\_\_\_\_\_  
\_\_\_\_\_  
Title Date

~~AMENDED AND RESTATED~~  
~~ARTICLES OF INCORPORATION~~  
~~OF SUN DOME, INC.~~  
~~(A corporation not for profit)~~

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

~~WE, the undersigned, hereby certify that we are, respectively, President and Secretary of Sun Dome, Inc. a corporation not for profit, organized and existing under and by virtue of Chapter 617, Florida Statutes, and having its principal office and place of business in Hillsborough County, Florida; that the corporation's original Articles of Incorporation were filed on December 9, 1980; that at a meeting of the Board of Directors of said corporation, duly called and held in the County of Hillsborough, State of Florida, on the 29<sup>th</sup> day of October, 1997, a notice of which was duly given to all Directors entitled to such notice, at which meeting a quorum of the Directors were present, the following resolution was offered and adopted by the vote of two thirds of the Directors present, which was sufficient for approval of the Amended and Restated Articles of Incorporation; further we certify that no discrepancy exists between the (the "Amended Articles"). The Articles of Incorporation as previously of USF Management Corporation are hereby amended and the provisions of the restated and amended Articles of Incorporation which follow other than the inclusion of Amendments adopted by a vote of two thirds of the Directors present. The Articles which were amended are Article VIII, Article IX, Article XI.~~

~~BE IT RESOLVED, that the Articles of Incorporation of Sun Dome, Inc., a corporation not for profit, be amended and restated to read as follows:~~

**ARTICLE I**

NameNAME

The name of the Corporation is:

SUN DOME, INC.

**Article II**

Type of Corporation

USF MANAGEMENT CORPORATION

**ARTICLE II**  
**TYPE OF CORPORATION**

The Corporation shall be a corporation not for profit and shall have neither capital stock nor shareholders.



**Article III**

Term of Existence

**ARTICLE III**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual duration.

**Article IV**

Corporate Purpose

**ARTICLE IV**  
**CORPORATE PURPOSE**

The specific purposes for which this Corporation is organized are:

- (a) To Operate, exist and administer for operate solely for scientific, educational, religious and on behalf of 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 solely as a direct-support organization for the University of South Florida (the "University"), 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 the University, a member of the state university system of the State of Florida;
- (e) 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;
- (f) 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; and
- (g) In certain order to further the purposes described above, 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.

**ARTICLE V**  
**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.

As a certified direct support organization by the University's Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities ~~located on the campus of the University in Hillsborough County, Florida, as designated by,~~ and personal services of the University, ~~for the conduct of~~ to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University ~~activities, events and entertainment on behalf of the University's students, faculty and staff ("~~. The Corporation further shall be authorized to enter into agreements to operate and support intercollegiate facilities and to engage the services of individuals necessary and desirable to serve the needs and purposes of the University ~~personnel"~~); ~~provided, however, that the corporation shall make space available for,~~

**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 fifteen 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 ~~personnel at such times as are directed by the University's President, or President's designee,~~ or other liquidation of 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 Board of Trustees, or if such organization has ceased to exist,

to the 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**

- ~~1. — Make the aforementioned facilities available to the University at such times as are directed by the President of the University, or President's designee.~~
- ~~2. — Hold and conduct, under its own auspices, athletic, entertainment or other events in the facilities at times other than as set forth above; and~~
- ~~3. — Make available to University personnel, as well as the general public, the ability to utilize and attend events in the facilities.~~

~~The Corporation will engage solely in activities which exclusively support and benefit the University, the Board of Regents of the State of Florida and the State of Florida.~~

~~Corporate Powers~~These

~~In~~ addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power to:

- ~~4. — Have succession by its corporate name for the period set forth in its Articles of Incorporation.~~
- ~~5. — Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.~~
- ~~6. — Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not for Profit".~~
- ~~7. — Elect or appoint such employees and agents as its affairs shall require and allow them reasonable compensation; provided that officers and members of the Board of Directors~~

~~will receive no compensation for such services; provided further, that no person employed by the Corporation shall be deemed an employee of the State of Florida by virtue of said employment.~~

- ~~8. — Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation and the exercise of its corporate powers.~~
- ~~9. — Increase, as the Bylaws may direct, the number of its directors, managers or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.~~
- ~~10. — Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.~~
- ~~11. — Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.~~
- ~~12. — Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated.~~
- ~~13. — Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.~~
- ~~14. — Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.~~
- ~~15. — Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations,~~

~~whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.~~

~~16. — Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.~~

~~17. — Make and receive donations for the public welfare or for charitable, educational or other similar purposes.~~

~~18. — Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.~~

~~19. — Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit, and further provided that the Board of Regents of the State of Florida must approve any such merger or consolidation.~~

~~The Corporation shall not have the power to convey, pledge or otherwise encumber assets of the State of Florida.~~

## ~~Article V~~

### ~~Membership~~

~~1. — Members. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.~~

~~2. — Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws but who shall not have the right to vote.~~

## ~~Article VI~~

### ~~Management~~

~~1. The affairs of the Corporation shall be managed by the Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) persons but may be any number in excess thereof. Directors shall serve a term of one (1) year and may be reappointed. The Directors shall be appointed by the President of the University and shall include, but not be limited to, the incumbent holders of the following named offices and persons from the following named classes:~~

~~(a) Vice President for Administrative Affairs, University of South Florida, who shall serve as the representative of the University President pursuant to section 240.299(3), Florida Statutes~~

~~(b) Vice President for Student Affairs, University of South Florida~~

~~(c) General Counsel, University of South Florida~~

~~(d) One individual appointed by the Chairman of the Board of Regents to serve as the representative of the Board of Regents pursuant to section 240.299(3), Florida Statutes~~

~~(e) One individual holding a degree from the University of South Florida~~

~~(f) Two individuals enrolled as full time degree seeking students of the University of South Florida~~

~~(g) Athletic Director, University of South Florida~~

~~(h) Dean of the College of Fine Arts, University of South Florida.~~

~~Provided, however, that any person holding more than one of the above offices or designated from any of the above classes shall have only one vote as a Director of the Corporation.~~

~~Directors shall be removed in accordance with the procedure provided in the Bylaws.~~

**Article VII**

Officers

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as shall from time to time be provided for in the Bylaws, each of whom shall be elected by the Board of Directors, after recommendation by the University President, and shall hold office in the manner provided in the Bylaws. The President of the Corporation shall report to the University President.

The names and addresses of the present officers are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Michael LaPan</u>	4202 East Fowler Avenue, SUN 141 Tampa, Florida 33620
<u>Vice President</u>	<u>Paul Griffin</u>	4202 East Fowler Avenue, PED 214 Tampa, Florida 33620
<u>Treasurer</u>	<u>Rickard Fender</u>	4202 East Fowler Avenue, ADM 200 Tampa, Florida 33620
<u>Secretary</u>	<u>Noreen Segrest</u>	4202 East Fowler Avenue, ADM 250 Tampa, Florida 33620

**Article VIII**

Amendments to the Bylaws and Articles of Incorporation

The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the voting membership present or voting by proxy at any regular meeting of the Corporation or by a majority vote of the Board of Directors, and in all instances, with the written concurrence of the President of the University and the approval of the Board of Regents; provided, however, that notice thereof, which shall include the text of the change in the Bylaws, has been furnished in writing to each voting member or each Director of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration is to be voted upon in the manner provided by law.

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3rds) vote of the members of the Board of Directors present or

~~voting by proxy at any meeting thereof and the written concurrence of the President of the University and the approval of the Board of Regents of the State of Florida; provided, however, that notice thereof, which shall include the text of the change in the Articles of Incorporation, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation alteration is to be voted upon.~~

**~~Article IX~~**

**~~General~~**

~~All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes stated in Article IV herein.~~

~~The Corporation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Corporation shall be distributed to its Subscribers, Directors, officers or members, provided that the Corporation may reimburse appropriate costs in a reasonable amount to its Subscribers, Directors, officers or members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Board of Directors.~~

**~~Article X~~**

**~~Registered Office and Registered Agent~~**

**ARTICLE IX**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation hereby designates its Registered Office to be located at the University of South Florida, Office of the General Counsel, ~~ADM-2504202 East Fowler Avenue, CGS 301, Tampa, Florida 33620~~, and hereby designates and appoints ~~Noreen Segrest-Gerard D. Solis, General Counsel~~, as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

**~~Article XI~~**

**Indemnification**



~~The Corporation shall indemnify any Director, officer or employee~~

**ARTICLE X**  
**INDEMNIFICATION**

~~Directors, officers, employees, and agents of the Corporation, shall be indemnified to the full extent permitted by and set forth in the Florida General Corporation Act.~~

**Article XII**

**Prohibited Activities**

~~The Corporation shall not:~~

- ~~1. Attempt to influence legislation as a substantial part of its activities.~~
- ~~2. Allow any part of its income to inure to the benefit of Directors, officers or members of the Corporation, or to any other individuals except in the furtherance of its charitable purposes.~~
- ~~3. Participate to any extent in any political campaign for or against any candidate for public office.~~
- ~~4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(e)(2) of such Code and regulations as they now exist or as they may hereafter be amended.~~

**Article XIII**

**Dedication of Assets**

~~The Corporation dedicates all assets which it may acquire to the purposes set forth in Article IV hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(e)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or~~

~~to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Regents of the State of Florida.~~

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 29<sup>th</sup> day of ~~October, 1997~~, 2024.

[NAME], [TITLE]

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named \_\_\_\_\_  
Michael LaPan, President

\_\_\_\_\_  
Noreen Segrest, Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

~~The foregoing amended and restated as the Registered Agent in the Articles of Incorporation were acknowledged before me this 20th day of April, 1998 by Michael LaPan, as President of Sun Dome, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.~~

NOTARY PUBLIC:

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

\_\_\_\_\_  
State of Florida at Large (Seal)

My Commission Expires: \_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

~~The foregoing amended and restated Articles of Incorporation were acknowledged before me this 20th day of April, 1998 by Noreen Segrest, as Secretary of Sun Dome, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.~~

NOTARY PUBLIC:

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

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~~State of Florida at Large (Seal)~~  
~~My Commission Expires:~~

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**~~CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED~~**

~~In compliance with Section 48.091, Florida Statutes, the following is submitted:~~

~~Sun Dome, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, State of Florida, has named Noreen Segrest, located at 4202 East Fowler Avenue, Administration Building, Room 250, City of Tampa, State of Florida, 33620, as its agent to accept service of process within Florida.~~

~~Signature: \_\_\_\_\_  
Michael LaPan~~

~~Title: President \_\_\_\_\_~~

~~Date: 4-20-98 of USF MANAGEMENT CORPORATION~~

~~Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.~~

~~Signature: \_\_\_\_\_  
Noreen Segrest~~

~~Title: Registered Agent \_\_\_\_\_~~

~~Date: 4-20-98 \_\_\_\_\_~~

~~SUNDOME.ART  
5/98~~

~~\_\_\_\_\_ Dated: \_\_\_\_\_, 2024.~~

~~\_\_\_\_\_  
GERALD D. SOLIS, GENERAL COUNSEL~~

~~4859-6240-5618, v. 1~~

**Agenda Item: IV.a**

**USF Board of Trustees**  
Governance Committee  
November 19, 2024

**Issue:** Direct Support Organization (DSO) Board of Directors – Institute of Applied Engineering (IAE)

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**Executive Summary:**

As set forth in Florida Statute Section 1004.28, USF Regulation 13.002, and the IAE By-Laws, the university President and Chair of the Board of Trustees may each appoint one member of the IAE Board of Directors.

1. Acknowledge that **Gordon Gillette** has been reappointed by President Law for a three year term ending in November 2027.
2. Acknowledge that **Stephen Mitchell** has been reappointed by Chair Weatherford for a three year term ending in November 2027.

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**Strategic Goal(s) Item Supports:**

**Supporting Documentation Online (please circle):**

**Yes**

**No**

**Prepared by:** Office of the General Counsel



UNIVERSITY OF SOUTH FLORIDA  
Office of the President

November 14, 2024

Dear Gordon Gillette:

It is my sincere pleasure to offer you a reappointment to your position on the Board of Directors of the USF Institute of Applied Engineering, Inc.

As you know, the USF Institute of Applied Engineering, Inc., is a not-for-profit 501.c3 organization and direct support organization of The University of South Florida. Over the last three years, you have provided exceptional guidance to the organization during a time of strategic and organizational change. Both I and the IAE team would be honored to receive your continued support.

As a member of the Board of Directors of the IAE, you have provided valuable strategic insight, and your service as Chair of the Audit and Finance Committee has been exemplary. With your original appointment expiring on 11/4/24, I am pleased to offer you an additional three-year term as the President's appointee to the BOD of the IAE, per the IAE Bylaws.

I thank you in advance for your continued participation and for your unwavering support for The University of South Florida and the students and community we are honored to serve.

Sincerely,

A handwritten signature in blue ink that reads "Rhea F. Law".

Rhea F. Law  
President

cc: Darren A. Schumacher, Ph.D.  
President and CEO, USF Institute of Applied Engineering



## BOARD OF TRUSTEES

November 18, 2024

Dear Stephen Mitchell:

It is my sincere pleasure to offer you a reappointment to your position on the Board of Directors of the USF Institute of Applied Engineering, Inc. ("IAE").

As you know, IAE is a not-for-profit 501.c3 organization and direct support organization of The University of South Florida. Over the last three years, you have provided exceptional guidance to the organization during a time of strategic and organizational change. Both I and the IAE team would be honored to receive your continued support.

As a member of the Board of Directors of the IAE, your engagement and passion have been valuable to the team. With your original appointment expiring on 10/20/24, I am pleased to offer you an additional three-year term as the Chair of the Board of Trustees' appointee to the BOD of the IAE, per the IAE Bylaws.

I thank you in advance for your participation and for your unwavering support for The University of South Florida and the students and community we are honored to serve.

Sincerely,

Will Weatherford, Chair  
The University of South Florida Board of Trustees

### BOARD OF TRUSTEES

University of South Florida | 4202 E Fowler Avenue, | Tampa, FL 33620-4301  
813-974-1678 | [usf.edu/board-of-trustees/](https://usf.edu/board-of-trustees/)