

**BYLAWS OF
GATOR BOOSTERS, INC.
(As amended April 18, 2009)**

a Florida Not for Profit Corporation
and Direct Support Organization
of the University of Florida

ARTICLE 1. PURPOSE

The mission of Gator Boosters, Inc. (the “Corporation”) is to strengthen the University of Florida’s athletic program by encouraging private giving and volunteer leadership for Gators everywhere in strict compliance with the rules and regulations of the National Collegiate Athletic Association.

ARTICLE 2. OFFICES

Section One. Principal Office. The principal office of the Corporation will be located in Gainesville, Alachua County, Florida.

Section Two. Other Offices. The Corporation may have other offices designated by the Board of Directors.

ARTICLE 3. MEMBERSHIP

Section One. Qualifications. Any person interested in the objectives and purposes for which the Corporation was created, who has applied for membership and who has paid the minimum membership contribution, as established by the Board of Directors, from time to time, will be a “Member” of the Corporation. Each Member agrees to be bound by the Articles of Incorporation of this Corporation, these Bylaws, and any rules and regulations adopted by the Board of Directors.

Section Two. Admissions to Membership and Benefits of Membership. The Board of Directors will establish, from time to time, the form and manner in which persons may apply for membership. The Board of Directors may also establish levels of benefits to different membership groups based upon, among other things, the type of membership and the payment of dues and contributions.

Section Three. Property Rights. No Member will have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor will any of the property or assets be distributed to any Member on its dissolution or winding up.

Section Four. Liability of Members. No Member will be personally liable for any of the Corporation's debts, liabilities or obligations, nor will any Member be assessed for the debts, liabilities or obligations of the Corporation.

Section Five. Resignation and Termination of Membership. Any Member may terminate his or her membership in the Corporation by giving written notice of resignation to any Officer. The resignation will become effective on the date of acceptance by the Board of Directors. If any Member fails to pay the minimum membership contribution prescribed by the Board of Directors during any annual period, the Member's membership in the Corporation will automatically be terminated. However, the Member will be entitled to immediate reinstatement of all membership rights, privileges and duties upon the payment within one (1) year of the amount due.

Any Member may be removed for just cause at any time by a vote of the Board of Directors at a special meeting of the Board of Directors called for that purpose.

ARTICLE 4. OFFICERS AND ELECTIONS

Section One. Officers. The officers will be a President, President-Elect and Executive Director, all of whom shall be Members of the Corporation. All of the officers, except the Executive Director, shall be members of the Board of Directors by virtue of their office. The Board of Directors may create new offices from time to time. The additional officers shall be members of the Board of Directors and will have the authority to perform the duties prescribed by the Board of Directors. The Executive Director shall assure that all duties normally carried out by a Secretary and Treasurer are properly performed by the Executive Director or a designee.

Section Two. President. The President will be the person who has held the office of President-Elect during the year immediately preceding the taking of office of President.

Section Three. President-Elect. The President-Elect will be nominated and elected as provided in Article 4, Section 5 of these Bylaws.

Section Four. Executive Director. The Executive Director shall be selected by the Board of Directors with the concurrence of the President of the University of Florida (the "University President"). In the event that the University President does not concur in the selection, the Board of Directors shall select a different individual who shall require the concurrence of the University President. The selection process shall be overseen by

the Personnel Committee. The Executive Director shall report to the University President or his or her designee who shall be a vice president or other senior officer who reports directly to the University President (preferably the Athletic Director who reports directly to the University President). The only other individual or entity to which the Executive Director shall report is the Board of Directors.

Section Five. Nomination and Election of the Officers. Except as provided above, the Officers will be elected annually by the Board of Directors. At least thirty (30) days prior to the annual meeting of the Board of Directors, the Nominating Advisory Council will propose to the President of the Corporation the Officers for the next year. The nominations will be in writing and transmitted to the President of the Corporation for appropriate presentation at the annual meeting of the Board of Directors.

At the annual meeting of the Board of Directors, the President will present the nominations for Officers. Additional nominations may be submitted by any Member, along with an original petition supporting the nomination signed by twenty-five (25) Members, to the Executive Director at least seven (7) days prior to the election meeting.

Section Six. Term. Any Officer other than the Executive Director will hold office until the annual meeting of the Board of Directors next succeeding his or her election, and until his or her successor has been elected and qualified. The Executive Director will hold office for the term of his or her appointment.

Section Seven. Resignation. An Officer may resign at any time by giving notice in writing of his or her resignation to the President or the Executive Director.

Section Eight. Removal. Any Officer may be removed for any reason by a majority vote by the Board of Directors at a special meeting of the Board of Directors called for that purpose. The Executive Director may also be removed for cause by the University President after consulting with the Board of Directors.

Section Nine. Vacancies. In the event of a vacancy in the office of:

- a. President - the President-Elect will fill the remainder of the term vacated by the former President and continue to serve as President for the term scheduled when elected President-Elect. The Executive Director may preside at any meeting if the President and President-Elect are not present.
- b. President-Elect - a new President-Elect will be elected as provided in Article 4, Section 5 of these Bylaws.
- c. Executive Director - a new Executive Director will be appointed as provided in Article 4, Section 4 of these Bylaws. The process to select an Executive Director will be overseen by the Personnel Committee.

ARTICLE 5. DUTIES OF OFFICERS

Section One. All Officers. Officers will, unless provided otherwise by the Board of Directors, have the power and duties which generally pertain to their respective offices as well as any powers and duties provided in these Bylaws, or may from time to time be specifically assigned by the Board of Directors.

Section Two. The Executive Director. The Executive Director will be the chief operating officer of the Corporation and will be responsible for the active management of the business and the affairs of the Corporation, including but not limited to development, fund raising, planning, programming, internal organization and operation, personnel, staff assignments, budget responsibility, employee compensation and benefits. In addition, the Executive Director or his or her designee will:

- a. keep a membership record containing the names and address of all Members and directors of the Corporation;
- b. have custody of and maintain all the corporate minutes and records;
- c. record the minutes of all the meetings of the membership of the Corporation, the Board of Directors, Executive Committee and Nominating Advisory Council and all other committees of the Corporation;
- d. send all notices relative to meetings of the membership of the Corporation and the Board of Directors;
- e. have custody of all corporate funds and financial records;
- f. keep full and accurate accounts of receipts and disbursements and render any accounts required by the Board of Directors and the President, including the presentation of the Corporation's financial accounting;
- g. have custody of the equipment and properties of the Corporation;
- h. assist the Audit Committee as provided in Article 9, Section 2;
- i. sign any documents as provided in Section 6 below;
- j. perform any other duties as assigned by the Board of Directors or the President;
- k. coordinate all of the Corporation's actions with the Director of Athletics;
- l. assure that the Corporation provides equal employment opportunities to all persons regardless of race, creed, color, religion, age, disability, sex sexual orientation, marital status, national origin, political opinions or affiliations, and

veteran status as protected under the Vietnam Era Veterans' Readjustment Assistance Act.; and

m. coordinate the fundraising efforts with the University's Vice President for Development and Alumni Affairs.

Section Three. The President. The President will preside at any meetings of the membership of the Corporation, meetings of the Board of Directors, the Executive Committee and the Nominating Advisory Council..

Section Four. The President-Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President and when so acting, will have all the powers of, and be subject to, all the restrictions upon the President. The President-elect will perform other duties assigned by the President and the Board of Directors.

Section Five. Liability of Officers. The Officers will not be personally liable for its debts, liabilities, or other obligations of the Corporation.

Section Six. Authorization to Sign Documents. The President, President-Elect, Executive Director, University of Florida Director of Athletics ("Athletic Director"), or any other officer authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors (unless the signing and execution of the instrument has been expressly delegated by the Board of Directors, by these Bylaws or by law to some other Officer or agent of the Corporation).

ARTICLE 6. THE BOARD OF DIRECTORS

Section One. Powers. Except as otherwise provided in the articles of incorporation, these Bylaws, the regulations of the University of Florida, and rules or policies of the University of Florida Board of Trustees, or by law, the powers of this Corporation will be exercised, its properties controlled and its affairs conducted by its Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to the Officers, committees and its designees.

Section Two. Resolution. The Board of Directors may, by resolution, authorize any Officer or agent of the Corporation, in addition to the Officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. The authority may be general, or confined to specific instances.

Section Three. Qualifications. All members of the Board of Directors must be Members and remain Members throughout their respective terms of office. Failure of any Director to remain a Member will be grounds for automatic termination of his or her duties and rights as a member of the Board of Directors.

Section Four. Number of Directors, Election and Appointment. The Board of Directors will be comprised of the following voting members:

- a. **“Ex-Officio” Members of the Board of Directors:** The following persons will be members of the Board of Directors: the University President, Chairperson of the Board of Trustees or his or her designee, President of the Corporation, President-Elect of the Corporation, Vice President for Development, President and President-Elect of the F Club and two representatives of women’s athletics.
- b. **“At-Large” Members of the Board of Directors:** Twenty-four (24) members of the Board of Directors will be elected by the Board of Directors on an “At-Large” basis from the membership of the Corporation.
- c. **“Special District” Members of the Board of Directors:** The State of Florida will be divided into eight (8) Special Districts representing the membership within the State of Florida. Additionally, there will be three Special Districts representing membership outside the State of Florida. The Special Districts will be established from time to time by the Executive Committee. These Special Districts will be represented on the Board of Directors by a director from each Special District. Special District members of the Board of Directors will be elected by the Board of Directors as provided in Section 5 of this Article.
- d. **“Presidential Appointment” Members of the Board of Directors:** The President of the Corporation may appoint nine (9) “Presidential Appointment” members of the Board of Directors to serve during the President’s term.
- e. **“Legacy Directors and “Distinguished Directors”:** Legacy Directors and Distinguished Directors may be selected from time to time by the Executive Committee in accordance with standards set by the Executive Committee. The individual proposed shall be ratified by the Board of Directors. Legacy Directors and Distinguished Directors will receive a lifetime appointment to the Board of Directors.
- f. **“Past President Directors”:** All past presidents of the Corporation who are Members will be voting members of the Board of Directors.

Section Five. Nomination and Election of Directors. Except as otherwise provided in these Bylaws, the “At-Large” and “Special District” members of the Board of Directors, will be nominated as provided in this Section and elected by the Board of Directors. At least thirty (30) days prior to the annual meeting of the Board of Directors, the Nominating Advisory Council will propose to the President of the Corporation the

Directors for the next year. The nominations will be in writing and transmitted to the President of the Corporation for appropriate presentation at the annual meeting of the Board of Directors.

At the annual meeting of the Board of Directors, the President of the Corporation will present the nominations for Directors. Additional nominations may be submitted by any Member, along with an original petition supporting the nomination signed by twenty-five (25) Members, to the Executive Director at least seven (7) days prior to the election meeting.

Section Six. Term of Office of the Directors. Unless otherwise specified in these Bylaws, all terms of office of an elected Director will be for a period beginning with his or her election and ending on the fourth (4th) annual meeting next succeeding his or her election. Presidential Appointment members will serve one (1) year and Ex-Officio members will serve for the term of their underlying position.

No elected Director may serve two (2) consecutive four (4) year terms. However, if a Director serves an initial term of two (2) years or less, the Director will be eligible for immediate reelection to the Board of Directors at the expiration of the preceding partial term. In addition, if a Director leaves the Board of Directors for one (1) year at the expiration of his or her term or becomes a Presidential Appointment for one (1) year, then the Director will be eligible for election to the Board of Directors as a new member. The terms of the elected members of the Board of Directors will be staggered .

Section Seven. Resignation. A director of the Corporation may resign at any time by submitting a written resignation to the President or the Executive Director. Unless specified otherwise in the written notice, the resignation will take effect upon receipt of the notice, and the acceptance of the resignation will not be necessary to make it effective.

Section Eight. Removal. Any director of the Corporation other than an Ex-Officio director may be removed from office or from a committee for cause by a majority vote of the Board of Directors. . Any director may be removed from office or from a committee for cause by the President of the University of Florida after consulting with the non-affected directors of the Corporation.

Section Nine. Replacement of Directors. Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy will be filled for the unexpired portion of the term by an individual appointed by the President. Any person appointed to fill the vacancy of a director will have the same qualifications as were required of the director whose office was vacated. Any person appointed to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office.

Section Ten. Review of Committee Actions. The Board of Directors may ratify any actions of its committees. Ratification is not required to effectuate any action authorized by any committee.

Section Eleven. Compensation. No member of the Board of Directors will receive any compensation from the Corporation solely by virtue of his or her membership.

Section Twelve. Rules. All meetings of the Board of Directors will be governed by Robert's Rules of Order, including any revisions of those rules, and except as those rules are inconsistent with these Bylaws, with the Articles of Incorporation of this Corporation, or with applicable law,

Section Thirteen. Liability of Directors. The directors of this Corporation will not be personally liable for its debts, liabilities, or other obligations of the Corporation.

Section Fourteen. Board of Directors Secretary/Treasurer and Liaison. The Executive Director shall serve as the Secretary of the Board of Directors. The Athletic Director shall serve as the liaison between the Board of Directors and The University Athletic Association, Inc. The Executive Director and the Athletic Director, or a designee of either, shall attend all meetings of the Board of Directors and may attend any committee meeting.

ARTICLE 7. COMMITTEES

Section One. Number of Committees. The Corporation will have the following standing committees: Executive Committee, Nominating Advisory Council, Personnel Committee, Audit Committee, Budget Committee, and F Club Committee. In addition to these committees, the Board of Directors or the President may from time to time designate other committees to be appointed by the President. Committee members need not be directors of the Corporation. Each committee will serve at the pleasure of the Board of Directors or the President and the Board of Directors or the President, may alter, amend, supplement or terminate any committee at any time. Except as provided herein, the President shall appoint the Committees and their Chairs with consultation with the Executive Director. No Committee Chair shall serve more than four (4) consecutive years as Chair of a committee. Nothing herein shall restrict the President from appointing such special committees as shall be required from time to time in order to accomplish the goals and objectives of the Corporation.

Section Two. Executive Committee. The Executive Committee will have the authority to conduct the affairs of the Corporation on behalf of the full Board of Directors. In addition, the Executive Committee will assume any duties assigned by the President of the Corporation or the Board of Directors. The Executive Committee will meet at the direction of the President or the Executive Director of the Corporation.

Section Three. Members of Executive Committee. The Executive Committee of the Board of Directors will consist of the following members of the Board of Directors:

- a. **Regular Members:** The President, President-elect, and immediate Past President of the Corporation, University President, and the designee of the Chair of the University Board of Trustees.
- b. **“At Large” Members:** The President of the Corporation will nominate four (4) “At Large” members to the Executive Committee subject to the approval of the Board of Directors.

The Executive Director of the Corporation or his designee will record the minutes of all meetings of the Executive Committee, send all notices, and perform any other duties assigned by the Executive Committee.

Section Four. Nominating Advisory Council. The Nominating Advisory Council will perform the nominating function described in these Bylaws.

Section Five. Members of Nominating Advisory Council. The Nominating Advisory Council of the Board of Directors will consist of the President, President-Elect, immediate Past President and six (6) directors nominated by the President subject to the approval of the Board of Directors. The President of the Corporation will act as Chairperson of the Nominating Advisory Council.

Section Six. F. Club Committee. The F Club Committee will represent the interest of the present and past athletes of the University and will encourage their participation in the F Club Committee and their encouragement of private support to the Corporation. The F Club Committee may, from time to time, adopt rules and procedures governing the F Club Committee which will be subject to the approval of the Executive Committee.

Section Seven. Budget Committee. The Budget Committee will assist and advise the Executive Director and the Board of Directors in fulfilling the obligations of Article 8(a) of these By-laws.

Section Eight. Audit Committee. The Audit Committee will assist and advise the Executive Director and the Board of Directors in fulfilling the obligations of Article 9, Section 2 of these Bylaws and, in particular, shall:

- a. meet as often as necessary but not less than two (2) times during the fiscal year;

- b. prepare an Audit Committee Charter or propose the University of Florida approved Model Audit Committee Charter for DSO's, and appropriate amendments thereto, which shall be submitted to the Board of Directors for adoption. The President of the University of Florida or his or her designee shall approve the Audit Committee Charter and any amendments before the Charter becomes effective.
- c. review the retention of the independent auditor, the scope of the independent auditors examination, and monitor the accuracy of and timeliness of the annual independent audit;
- d. review the compensation of the independent auditor; and
- e. in consultation with the University's and the Corporation's external auditors, review the internal controls and auditing processes and procedures, monitor the results of those procedures and report on those matters to the Board of Directors.

Section Nine. Personnel Committee. The Personnel Committee will assist and advise the Executive Director, University President or his or her designee and the Board of Directors regarding all issues relating to Gator Boosters' personnel. The Committee shall be responsible for performing an annual review and evaluation of the Executive Director and to assist the Executive Director in his or her annual review of the Corporation's employees. The members of the Personnel Committee will be a Chairperson, the President, President-Elect, two members of the Board of Directors appointed by the President, the University Vice President for Human Resource Services, and the Athletic Director. The Chairperson shall be appointed by the President and will serve for four (4) years as Chairperson or until resignation or removal by a majority vote of the Board of Directors or as otherwise provided in these Bylaws. The Chairperson shall not serve more than one four (4) year term without rotating off as Chairperson for four (4) years.

Section Ten. Committee Member Terms. Unless otherwise stated, each member of a committee will continue as a member for one (1) year or until his or her successor is appointed. Ex-Officio members of committees will serve for the term of their appointments.

Section Eleven. Chairperson. One member of each committee (other than the Personnel Committee and F Club Committee) will be appointed Chairperson by the President of the Corporation for a one (1) year term. The Chairperson of the Personnel Committee and F Club Committee will be selected as provided in the rules and procedures adopted herein and by those committees from time to time subject to the limitations set forth in Section Nine above and other provisions of these Bylaws.

Section Twelve. Vacancies. Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of original

appointments, and any member elected or appointed will serve for the unexpired term of his or her predecessor.

Section Thirteen. Rules and Regulations. Each committee may adopt any rules and regulations for its meetings and the conduct of its activities as it deems appropriate. The rules and regulations will be subject to the approval of the Executive Committee and will be consistent with these Bylaws. Regular minutes of all proceedings will be kept.

ARTICLE 8. MEETINGS, QUORUM, PROXIES AND ACTION WITHOUT A MEETING

Section One. Annual and Regular Meetings of the Board of Directors. The annual meeting of the Board of Directors will be held in the Spring, usually in conjunction with the Orange and Blue Spring Game at a time and place determined by the President or the Executive Committee. The annual meeting will be held for the purpose of electing the Board of Directors and Officers and transacting any other business as may properly come before the meeting. The President or Executive Committee may designate other regular meetings from time to time.

Section Two. Special Meetings of the Board of Directors. Special meetings of the Board of Directors will be held whenever called by the President, Executive Committee or by ten (10) members of the Board of Directors, at any time and place specified in the notices.

Section Three. Notice of Meeting. Notice of meetings of the Board of Directors will be mailed or otherwise delivered to each Director, at least seven (7) days before the day on which the meeting is to be held.

Section Four. Vote by Quorum. Unless otherwise provided in these Bylaws, a majority of the members of the Board of Directors or committee present at a duly noticed meeting will constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present will be an act of the Board of Directors or the committee.

Section Five. Voting. Except as otherwise provided in these Bylaws, each member of the Board of Directors and member of any committee present at a meeting will have one vote.

Section Six. Electronic Meeting. Any action of the members of the Board of Directors or its committees may be taken, individually or collectively, by telephone conference or other means allowing all members to hear and speak to one another .

ARTICLE 9. BUDGETS, AUDITS AND ACCOUNTING RECORDS

Section One. Budget and Expenditure Plan.

- a. The Executive Director will arrange for the preparation of an operating budget at least annually and will review and revise as necessary the expenditure plans at least quarterly.
- b. The operating budgets and expenditure plans of the Corporation will be approved by the Board of Directors and the University President or his or her designee.
- c. The Board's approved budget shall be sent to the University President or his or her designee for approval not later than sixty (60) days after the first day of the fiscal year to which the budget pertains. If the budget as submitted to the University President is not approved it must be returned to the Board of Directors for further consideration and then resubmitted to the University President for approval.

Section Two. Audit

- a. Any and all accounting records of the Corporation will be in accordance with reasonably prudent accounting practices and procedures.
- b. The Audit Committee will arrange for the conduct of an annual audit by a certified public accounting firm and may request the assistance of the Executive Director in doing so.
- c. The auditor's report shall include, at a minimum, (i) a balance sheet showing the assets and liabilities of the Corporation, (ii) an operating statement showing the income and expenses for the fiscal year under review, and (iii) such other data required to be shown by such audit in accordance with government auditing standards.
- d. The audit report, together with management's responses, shall be submitted to the President of the University of Florida or his or her designee for review not later than the end of the third month following the close of the Corporation's fiscal year.

ARTICLE 10. CONFLICT OF INTEREST

Section One. Policy. No member of the Board of Directors will have a material personal interest in conflict with the interests of the Corporation or be engaged to provide professional or other services to the Corporation for remuneration, unless the arrangement is the result of a competitive bidding process or is the result of circumstances which, in the judgement of the Executive Committee of the Board of Directors, warrants the arrangement. Nothing in this section, however, will be construed to preclude the Corporation from engaging the services of a director, his or her company, his or her employer or any of his or her associates so long as the relationship is fully disclosed to the Corporation and approved by the Board of Directors. A director having a conflict of interest will not use his or her personal influence in order to obtain a contract with the Corporation; however, a director may state his or her position and answer pertinent questions with respect to the matter. In the event the Corporation engages a director, his or her company, his or her employer or his or her associate to provide professional services for remuneration, the Corporation will enter into a written agreement with the director, his or her employer, his or her company or his or her associate that will specify the nature, term and scope of the engagement, and any other factors determined necessary by the Executive Director of the Corporation.

Section Two. Written Disclosure. At least once a year, there will be a full written disclosure by each member of the Board of Directors of all relationships, fees, commissions or other remunerations furnished by the Corporation to the director, his or her company, his or her employer or his or her associate or by any organization in which a member has a significant beneficial ownership. Additionally, if any conflict arises during the twelve (12) months following completion of the written disclosure statement, the director will promptly notify the Executive Director of the Corporation in writing. The Executive Committee will be responsible for monitoring the application of this policy.

ARTICLE 11. CONFIDENTIALITY OF CORPORATION DOCUMENTS

Upon receipt of a reasonable and specific request in writing, and after review and confirmation by the Executive Director and the Athletic Director, the Corporation will make public financial information of the Corporation including expenditures, documentation regarding completed business transactions and information about the investment and management of the Corporation assets. The Corporation will not, however, release personal or financial information given in confidence to the Corporation by a donor, prospective donor or volunteer.

ARTICLE 11. CORPORATION EMPLOYEES

No person employed by the Corporation will be considered to be an employee of the State of Florida or The University of Florida Board of Trustees solely because of his or her employment by the Corporation.

ARTICLE 12. MISCELLANEOUS

Section One. Books and Records. The Corporation will prepare and maintain correct and complete books and records of accounts and will also keep minutes of the meetings of the Board of Directors and committees, and will keep at the registered or principal office a membership record giving the names and addresses of Members.

Section Two. Fiscal Year. The fiscal year of the Corporation will begin on the first day of July and end the last day of June in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time the notice was required, will be deemed equivalent to the giving of the notice; provided, however, that public notice of all meetings shall be given when required by Florida law.

Section Four. Regulations of the University of Florida and the University Board of Trustees. The Articles of Incorporation and Bylaws will be consistent with the applicable regulations of the University and the Board of Trustees, including, but not limited to, the right of the University President to monitor and control the use of the property, facilities and personal services of the University, including, without limitations, the name of the University, and the Corporation's compliance with federal and state laws and rules. The Corporation shall at all times comply with the provisions of regulation 6C1-1.300 and The University of Florida Board of Trustees Internal Operating Memorandum 07-20 in effect as of the date of the adoption of these Bylaws.

Section Five. Non-Discrimination. The Corporation will not discriminate based upon race, creed, color, religion, age, disability, sex, sexual orientation, marital status, national origin, , political opinions or affiliations and veteran status under the Vietnam Era Veterans' Readjustment Assistance Act..

Section Six. Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel, discrimination and sexual harassment.

Section Seven. 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 is in furtherance of the interests of the University of Florida.

Section Eight. Definitions. As used in these Bylaws:

(a) “For cause” shall mean consistent poor performance or 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 at any time and need not depend on the conclusion of any external determination or process.

ARTICLE 14. AMENDMENTS

Section One. Power to Amend Bylaws. The Bylaws of this Corporation may be amended, repealed, or modified, or new Bylaws may be adopted by the vote of a two-thirds (2/3) majority of all votes duly cast at any meeting of the Board of Directors; provided, however, that no amendment will be made unless a copy of the proposed amendment or a detailed summary explanation is filed in writing with the Executive Director at least fourteen (14) days prior to the date of the meeting. Upon receipt of a copy of a proposed amendment or summary, the Executive Director will give written notice of the proposed amendment by sending a copy to each director at least seven (7) days prior to the meeting. Any amendments to these Bylaws adopted by the Board of Directors shall not become effective until approved by the University President.

I HEREBY CERTIFY that the foregoing Bylaws of Gator Boosters, Inc. were adopted by the Board of Directors on April 18, 2009.

Secretary