

**AMENDED AND RESTATED BYLAWS  
OF  
SEMINOLE CLUB OF NAPLES, INC.**

THESE AMENDED AND RESTATED BYLAWS OF SEMINOLE CLUB OF NAPLES AGREEMENT, is executed and entered into this 29<sup>th</sup> day of May, 2015.

**RECITALS:**

A. On or about September 28, 2010 the Seminole Club of Naples, Inc., filed its Articles of Incorporation with the Office of the Secretary of the State of Florida thereby forming the not for profit Corporation.

B. On or about September 27, 2010, the initial Board of Directors adopted Bylaws for the Corporation.

C. On or about July 1, 2012, the Board of Directors voted to become an affiliated entity of the FSU Alumni Association, subject to its rules and regulations.

D. The current Board of Directors now wishes to amend and restate the Bylaws to better reflect their desired terms and requirements and further to include FSU Alumni Association rules and regulations as duly passed by the vote of the Board of Directors.

**ARTICLE I: IDENTIFICATION**

**Section 1. Name.** The name of the Corporation is SEMINOLE CLUB OF NAPLES, INC., a nonprofit, 501(c)(3) corporation (referenced herein as the “Corporation”, “Seminole Club” or “Club”).

**Section 2. Seal.** Upon the seal of the Corporation shall appear the name of the Corporation and the state of incorporation.

**Section 3. Office.** The principal office of the Corporation shall be located in Naples, Florida. The Corporation’s primary area of service is within Collier County, Florida.

**Section 4. Purpose.** The Corporation’s purpose is to promote the welfare, development and advancement of Florida State University and its educational, scientific and programmatic purposes. Seminole Clubs are organized groups of people throughout the nation who support and are dedicated to the Florida State University (“FSU”) athletic and academic missions. Upon approval by the Internal Revenue Service, the Corporation shall operate as an official chapter of the FSU Alumni Association for accounting and tax compliance purposes. Seminole Clubs are responsible for providing a connection with the University to their members. To that end, the Corporation shall serve as a vehicle to unite the local alumni and friends of Florida State University in an organized effort. It shall provide an opportunity for increased participation in the life of the University, and allow for association with other Florida State graduates, students, former students and University friends in the local community. The Corporation promotes the University by hosting strategic programming throughout the year such as community service, continuing education, networking and social events, special events and community service in addition to assisting the University in achieving its goals through friend- and fund-raising. The Corporation can and should be a strong benefactor locally for FSU through worthwhile projects, such as scholarships and recognition awards.

**Section 5. Constitution.** The Corporation acknowledges that it is bound by the Seminole Club Constitution Alumni Association. The Corporation further agrees that it cannot amend the Constitution which can only be amended by the FSU Alumni Association National Board of Directors.

**Section 6. Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30, inclusive.

**ARTICLE II: MEMBERS, MEETINGS OF MEMBERS**

Section 1. Members. “Members” are defined as current members of the FSU Alumni Association and/or Seminole Boosters. For any meeting of Members, admission shall be limited to Members who must either provide proof of current membership in either FSU Alumni Association and/or Seminole Boosters or they must contact the Secretary, President or Vice President no less than 14 days in advance for verifying membership from the Alumni Association and/or Seminole Boosters.

Section 2. Place of Meetings. Meetings of the Members shall be held at a location determined by the Board of Directors and shall be set forth in the Notice of Meeting. All meetings except Annual Meeting can either be held at in person or as a virtual meeting via, phone or any type of online forum. All Votes can take place in cyberspace, via email, phone, or in person.

Section 3. Annual Meeting. The Corporation shall hold not less than one (1) annual meeting per year in order to elect Officers and Directors and must be in person. Additional meetings of Members may be held at the discretion of the President or by order of a majority of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Members may be called by the President or the Secretary of the Corporation or by the Majority of the Board of Directors, and shall be called by the President at the request in writing of ten (10) Members. Special meetings can be either in person, phone or any type of on line forum.

Section 5. Notice. Except as otherwise required by law, notification of each meeting of Members, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be by email, direct mail or personal notice.

Section 6. Voting List. Only Members may vote at the annual meeting or meeting of Members. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, or for any other proper purpose, the Board of Directors shall maintain a roll of all Members of the Corporation to the extent that such information is provided by the Alumni Association and/or Seminole Boosters. Prior to a membership vote, the Directors shall verify membership through the use of the roll or by the Member’s proof of membership in accordance with Section 1 above. Such list shall be produced and kept open at the time and place of the meeting of Members and shall be subject to the inspection of any Member at any time during the meeting.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. Purpose. The government of the Club and the direction of its activities shall be vested in the Board of Directors.

Section 2. Number. The number of Directors on the Corporation’s Board of Directors shall not be less than five (5) nor in excess of thirteen (13). The Board of Directors shall consist of the Officers and any Directors elected by the Corporation’s membership during the elections.

Section 3. Election. At each annual meeting of the members, Directors shall be elected to hold office for a term of one (1) year, concurrent with the Corporation’s fiscal year until the next annual meeting and until their respective successors shall have been duly elected and qualified or until their earlier resignation, removal from office or death. Notice of annual Elections shall be giving approximately 30 days prior to date of Election and each candidate must be nominated by a current member of the Board of Directors. Candidates must meet the minimum qualification as out lined in the requirements to hold a Board Seat or as an Officer, President and Vice President must be a current member of both Florida State Alumni Association and Boosters and all other officers or board members must be a member of either Alumni Association and validated by the election committee.

Section 4. Regular Meetings. The Board of Directors shall meet regularly during the course of the year. An agenda shall be distributed at least two (2) days prior to each meeting to allow for preparation. A regular meeting of the Board of Directors must be called by the President upon the written request of no less than three (3) Directors. All regular meetings shall be open to the public.

Section 6. Quorum. At all meetings of the Board of Directors, a simple majority of Directors (including proxies) shall constitute a quorum for the transaction of business, conditioned, however, on the requirement that to constitute a quorum the meeting must be physically attended by the greater of 40% of the Directors or three (3) Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A meeting may be adjourned by less than a quorum if a quorum is not present at the meeting. A Director may participate at a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, provided such equipment enables all directors participating in the meeting to hear one another at the same time. Should a quorum not be present, interim decisions must be reviewed and approved at the next board meeting that a quorum is present.

Section 7. Proxy Vote. Directors may assign their right to vote at a Board meeting by proxy to another Director provided that the proxy is complete and consistent with the form approved by the Board of Directors. To be effective, the proxy must be delivered to the President by hand, fax or scanned email no later than two (2) hours prior to the Board meeting. Proxy votes can be used to constitute a quorum. There shall be no limit on the number of proxies held by a Director for a Board meeting.

Section 8. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its Directors and/ or Members standing or special committees, their duties, responsibilities and budget. The standing and special committees shall serve such projects sponsored by the Corporation which may include events, membership, public relations, community service, university support and nominating committees. All committees shall keep records of their acts and proceedings and report the same to the Board of Directors as and when required. Said committees shall include one Director who may serve as the committee Chair or shall otherwise appoint the Chair. All committee Members shall serve at the discretion of the Board of Directors. Currently, the Directors have agreed to the following committees and their respective roles:

- A. **Publicity** – oversee publicity for the Club; develop policies for approval by the Board on all publicity outlets; publicize game watching locations on Club and University websites; Promote Club and university events through a variety of Club, University and social media channels; manage Club website; use community resources as needed (local paper; weeklies; community calendars, etc.); communicate and help publicize the committees and their events and activities
- B. **Community Service** - coordinate community service activities with the Seminole Tribe and/ or civic organizations; organize and coordinate annual FSU Service Day projects.
- C. **Scholarship**- coordinate book awards for outstanding High School junior students at each Collier County High School; Coordinate scholarship program for worthy recipients from Collier County High Schools; Seek corporate sponsorships.
- D. **Game Viewing**- interview and recommend to Board game viewing venue; coordinate game viewing activities working with the selected venue; purchase approved items for raffle drawing prizes; sell raffle tickets at all game viewing events; coordinate with the publicity committee to promote events on a timely basis.

- E. **Admissions and Send-Off-** coordinate annual College Admissions Event for Collier County High School students, including scheduling venue, time, date and presenter; Coordinate FSU admitted Student Send-off Event, including obtaining a roster of Collier County incoming freshmen roster and selecting venue, time and date and work with scholarship chair to coordinate presentations.
- F. **Golf Tournament-** recommend to Board type of tournament or event desired, the golf venue and program including dining; plan, coordinate and implement the event; recruit Member volunteers; recruit corporate sponsors; seek and collect donated items for inclusion in raffle or silent auction merchandise and participant bags; keep accurate records (golfers, sponsors, etc.); work with treasurer for accurate accounting records.
- G. **Fundraising and Sponsorships -** propose and manage fundraising events including sales of t-shirts and discount cards; coordinate speakers/activities outside of game viewing; coordinate regular meetings with a social atmosphere and speaker; propose possible bus trips or excursions and plan and coordinate such trips; work with Treasurer and keep accurate records of approved trips/excursions; consider developing an official club logo and obtain FSU licensing approval.
- H. **Special Events-** propose and manage special events for Members of the Club for social purposes, which may include beach days, bowling tournaments and get together opportunities for fellowship among Club Members.
- I. **Nominating Committee** – is to compile a list of eligible candidates for the Board positions, oversee the preparation of ballots to eligible member voters, count all the votes taken at the general election meeting and validate the results to the Board of Directors. The President shall appoint members of the Nominating Committee, consisting of no fewer than three (3) and no more than (5) members, and the Committee shall be approved by the Board of Directors, approximately 30 days prior to the date of the election. The Committee shall be responsible for seeing that each step of the elections is carried out in a timely manner so that the process is completed no later than 4 days prior to the date of the Election. The Chairperson will be appointed by the President.
- J. **Executive Committee** – Consisting of all the officers (President, Vice President, Secretary and Treasure) to meet regularly for the purpose of discussing and fulfilling the duties and roles for which they were elected and to carry out the operations of the corporation.

Within each committee, the Members shall endeavor to establish written guidelines for their respective committees and shall abide by such, as applicable.

Section 9. Resignation and Removal. Any Director may resign by giving written notice to President or the Secretary. Any Director, by a two-thirds majority vote of the full Board of Directors or by  $\frac{3}{4}$  of the officers elected, may be removed whenever, in the judgment of the Board, the best interest of the Club will be served thereby. This includes absences of Director from regularly scheduled Board meetings that are deemed without merit.

Section 10. Compensation of Directors. All Director Positions are volunteers. Directors cannot be compensated in any manner for any services provided to the Club other than being reimbursed for travel and other expenses incurred at the direction/ approval of and for the benefit of the Corporation, i.e. attending the annual FSU Alumni Association Leadership Conference.

Section 11. Official Repository. The Official Repository of the Corporation's organizational and procedural documentation shall be Drop Box.

#### ARTICLE IV: OFFICERS

Section 1. Election. An election of Officers shall be held annually. A President, a Vice- President, a Secretary, a Treasurer, and when deemed necessary by the Board of Directors, such other officers and assistant officers shall be elected at such election. Officers shall be elected for a term of one (1) year, concurrent with Florida State University's fiscal year (July 1 – June 30).

Section 2. President. The President shall be the chief executive officer of the Corporation, and in such capacity, shall have primary responsibility for the general management, supervision and control of the activities of the Corporation, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors in addition to all meetings of members. The President shall also have the direction of all other officers, agents and employees of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall also perform such other duties and exercise such other powers as the Bylaws may provide or the Board of Directors may assign. The President shall be the official representative of the Corporation on all occasions except when otherwise designated. The President shall serve no more than two (2) consecutive terms.

Section 4. Vice-President. The Vice-President shall have such powers and perform such duties as the President or the Board may from time to time assign and shall perform such other duties as may be prescribed by these Bylaws. The Vice President shall perform the duties of the President in his or her absence.

Section 5. Secretary. The Secretary shall keep true and complete records of the proceedings of the meetings of the members, the Board of Directors and any committees of directors and shall file any written consents of the members, the Board of Directors and any committees of the Directors with these records. It shall be the duty of the Secretary to be custodian of the records and of the seal of the Corporation. The Secretary shall also attend to the giving of all notices and shall perform such other duties as the Bylaws may provide or the Board of Directors may assign.

The Secretary shall keep an accurate record of all meetings as well as a list of the Corporation's Members with the address, telephone number, and email address of each Member to the extent accumulated and/or as provided by the FSU Alumni Association and Seminole Boosters. The Secretary shall track and record Member participation and attendance information and additionally forward Board meeting minutes and materials to the FSU Alumni Association.

Section 6. Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation. The Treasurer shall also act as legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation, and shall promptly deposit all funds of the Corporation coming into his hands in the bank or other depository designated by the Board of Directors and shall keep this bank account in the name of the Corporation. The Treasurer shall additionally assist in the preparation of all budgets; assist in the direction of the development and maintenance of the financial accounts and tax records, and assist in the handling of scholarship funds. Whenever requested by the Board of Directors, the Treasurer shall furnish a statement of the financial condition of the Corporation and shall perform such other duties as the Bylaws may provide and the Board of Directors may assign.

Section 7. Other Officers. Such other Officers as are appointed shall exercise such duties and have such powers as the Board of Directors may assign.

Section 8. Resignation and Removal. Any Officer may resign by giving written notice to President or the Secretary. Any Officer, by a two-thirds majority vote of the full Board of Directors, may be removed whenever,

in the judgment of the Board, the best interest of the Club will be served thereby. This includes absences of Officer from regularly scheduled Board meetings that are deemed without merit.

Section 11. Vacancies. A vacancy occurring in any office may be filled for the unexpired portion of the term of office by the Board of Directors. When a vacancy occurs among either Officers or the Board of Directors, the President shall appoint a Member to fill the unexpired term of office with the consent of the majority of the Board of Directors or Officers. Should the President not be able to serve out his or her term the Vice President shall fill the vacancy.

Section 12. Volunteer Position. All Officers are volunteers. Officers cannot be compensated in any manner for any services provided to the Club other than being reimbursed for travel and other expenses incurred at the direction/ approval of and for the benefit of the Corporation, i.e. attending the annual FSU Alumni Association Leadership Conference.

#### ARTICLE V: SPECIAL CORPORATE ACTS

Section 1. All written contracts and agreements to which the Corporation shall be a party shall be signed by the President, and, if required by law, attested by the Secretary or an Assistant Secretary, unless otherwise directed by the Board of Directors or otherwise required by law.

#### ARTICLE VI: INDEMNIFICATION

Section 1. Limited Indemnification of Directors and Officers. Subject to the limitations of Subsection 1(c) of this Section, the Corporation shall indemnify each of its directors and officers to the extent set forth in Subsections 1(a) and 1(b) below:

(a) Action or Suit by or in the Right of the Corporation. Each director and officer of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, by or in the right of the Corporation, to procure a judgment in its favor, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (collectively, "business entity"), shall be indemnified against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such suit or action, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) Action or Suit Other than By or In the Right of the Corporation. Each director or officer of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of a corporation), by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, offices, employee or agent of another business entity, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the

person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) Limitations on Indemnification. No indemnification shall be made by the Corporation under Subsections 1(a) and 1(b) above, unless pursuant to a determination by a court or upon a determination by the Corporation in the specific case that indemnification of the Director or Officer is proper under the circumstances because such Director or Officer has met the applicable standard of conduct set forth in Subsections 1(a) or 1(b) hereof. Such determination by the Corporation shall be made either by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

Section 2. General Indemnification of Directors and Officers. Notwithstanding any other provision of this Article VII, to the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsections 1(a) or 1(b) of Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against the expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Advance Payment in Indemnification Cases. If authorized by the Board of Directors in any specific case, expenses incurred by any director or officer of the Corporation in defending a civil or criminal action, suit or proceeding referred to in Subsections 1(a) and 1(b) of Section 1 above may be paid by the Corporation in advance of final disposition of such action, suit or proceeding upon receipt by the Corporation of an undertaking by or on behalf of such Director or Officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VII.

Section 4. Continuity and Nonexclusivity of Indemnification. The indemnification provided by this Article VII shall continue with respect to any director or officer of the Corporation after he has ceased to hold his office and shall inure to the benefit of his heirs, executors and administrators. Any such indemnification (whether as expressly provided herein or as extended pursuant to Section 5 of this Article VII) shall not be deemed exclusive of any other rights to which the person seeking indemnification may be entitled under any other Bylaw, agreement, vote of members or disinterested directors or otherwise.

Section 5. Extension of Benefits of Indemnification. The rights of the indemnification to which Directors and Officers of the Corporation are entitled hereunder may, in similar circumstances, be extended by resolution of the Board of Directors to any other person who is or was an employee or agent of the Corporation, or while not a director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another business entity. Any such action by the Board of Directors shall be consistent with the provisions of this Article VII and may be either general or confined to specific cases.

Section 6. Indemnification Insurance. The Corporation will purchase and otherwise maintain insurance on behalf of any person who is or was a director or officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another business entity, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation indemnifies him against such liability under, or pursuant to, the provisions of this Article VII.

Section 7. Notice to Members. If any expenses or other amounts are paid by way of indemnification, other than by court order, action of the members or by an insurance carrier pursuant to Section 6 of this Article VII, the Corporation shall, not later than the time of delivery of notice for the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver either personally or by mail to each member entitled

to vote for the election of Directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### ARTICLE VII: AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended or repealed or new Bylaws may be adopted by the affirmative vote of Directors holding a majority of the directorships at any meeting of the Board of Directors. Bylaws may also be amended at any regular meeting of the Corporation by a simple majority vote of the Members present and voting.

#### ARTICLE VIII: SCHOLARSHIPS

Scholarships awarded by the Club shall be awarded through an unbiased selection process.

#### ARTICLE IX: PARLIAMENTARY RULES

Robert's Rules of Order, the latest edition, shall govern the conduct of the meetings of the members and Board of Directors when not in conflict with the Articles of Incorporation or these By-Laws.

#### ARTICLE X: TERMINATION

##### Section 1. Events Causing Dissolution and Winding Up

Any of the following events shall cause the dissolution and winding up of the Corporation:

- (i) The vote to do so by a simple majority of the Members present at a duly scheduled and noticed meeting.
- (ii) Any other event causing dissolution under the Florida Corporation Act.

##### Section 2. Winding Up

Upon the occurrence of an event set forth in Section 1 above, the Corporation shall continue solely for the purposes of winding up its affairs in an orderly manner, including liquidating assets if so determined by the Board of Directors. No Director or Member shall take any action that is inconsistent with, or not necessary to or appropriate for, the winding up of the Corporation's business and affairs. The President shall be responsible for overseeing the winding up and dissolution of the Corporation and shall take full account of the Corporation's liabilities and assets. Any assets which are to be liquidated shall be sold as promptly as is consistent with obtaining the fair value thereof. All monies and materials will be forwarded to the FSU Alumni Association.

When all assets of the Corporation, after payment of or due provisions for the payment of all Corporation liabilities, have been distributed as provided in these Bylaws, the Corporation shall terminate and the Board of Directors shall execute and file a certificate with the State of Florida as deemed appropriate to indicate such termination.

Executed and approved this 31<sup>st</sup> day of May, 2015 by the Corporation's Board of Directors.

***The Board of Directors of the Seminole Club of Naples, Inc.***

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These bylaws were voted on by the current board approved by a unanimous vote of 9 Yes and Zero No's,  
Revision Date 5-29-15, approved 5-31-15