

**BYLAWS OF**  
**CITRUS RESEARCH AND**  
**DEVELOPMENT FOUNDATION, INC.**

*As approved September 24, 2024, by the CRDF Board of Directors*

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**BYLAWS  
OF  
CITRUS RESEARCH AND  
DEVELOPMENT FOUNDATION, INC.**

**ARTICLE I - PURPOSES**

Section 1.01. Corporation Not for Profit. Citrus Research and Development Foundation, Inc. (the “**Corporation**”) is a Florida not for profit corporation formed in accordance with Chapter 617 of the Florida Statutes.

Section 1.02. Charitable Purposes. The purpose of the Corporation is to promote research, education, and extension at, or for the benefit of, the Institute of Food and Agricultural Sciences at the University of Florida on issues related to the Florida citrus industry, including, but not limited to production, harvesting, processing, and packing research and technology. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include but not be limited to conducting research, education, and extension to develop new technologies to combat biological threats to the citrus industry and advocate through education, demonstration, and extension the rapid deployment of technologies and solutions thereto on an industry-wide basis.

**ARTICLE II - OFFICES**

Section 2.01. Registered Office. The registered office of the Corporation in the State of Florida shall be located at Room 123, Tigert Hall, University of Florida, Gainesville, Florida 32611-3125, or such other location as may be determined from time to time by the Board of Directors.

Section 2.02. Other Offices. The Corporation may also have other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE III - MEMBERS**

The Corporation shall have no members.

**ARTICLE IV - DIRECTORS**

Section 4.01. Management. All corporate powers shall be exercised by or under the authority of the Corporation’s Board of Directors. Likewise, the Corporation shall be managed and shall operate under the direction of the Corporation’s Board of Directors.

Section 4.02. Number of Directors; Initial Directors and Their Term. The initial Board of Directors shall consist of thirteen (13) directors. The number of directors may be increased or decreased from time to time by resolution of a majority of the Board of Directors at any

meeting thereof; provided, however: (i) that the Board of Directors shall consist of not less than three (3) directors nor more than thirteen (13) directors and no decrease in the number of directors shall have the effect of shortening the term of an incumbent director; and (ii) the Board of Directors shall at all times have two (2) Category 2 directors as described herein below.

Section 4.03. Board Election or Appointment and Term. The members of the Board of Directors shall be divided into two categories as follows:

(a) Category One. The following organizations (each an “Appointing Organization”) shall appoint the indicated number of directors:

- (1) Five (5) directors appointed by the Florida Department of Citrus.
- (2) Five (5) directors appointed by Florida Citrus Mutual, Inc.
- (3) One (1) director appointed by the Florida Department of Agriculture and Consumer Services

The President of the University of Florida or his or her designee, who shall be the Senior Vice President for Agriculture and Natural Resources, shall request, in writing, that Appointing Organizations make initial appointments to the Board of Directors (the “Appointment Request”). Appointments by Appointing Organizations shall be made in writing to the President of the University of Florida or his or her designee, who shall be the Senior Vice President for Agriculture and Natural Resources, within thirty (30) days after the date of the Appointment Request. The appointment of Category One appointees is subject to the approval of the University of Florida Board of Trustees.

(b) Category Two. An appointee of the Chair of The University of Florida Board of Trustees and an appointee of the President of the University of Florida or his or her designee, who shall be the Senior Vice President for Agriculture and Natural Resources.

(c) The Board of Directors may establish the initial term of office for any Category 1 director as a one-year or two-year term in order to maintain a staggered expiration of terms of office or to finish the term of a departing Board member before the limit of two, three-year terms begins for the new Board member.

(d) After the initial term has been served, subsequent Board of Director terms will be three (3) years, limited to two consecutive terms for any Director.

(e) Category 1 directors shall hold office until the annual meeting the year such director’s term expires and vacancies resulting from the expiration of terms shall be filled at such annual election. Each director shall hold office for the term for which such director is appointed or elected and until such director’s successor shall have been appointed or elected and qualified or until such director’s earlier resignation, removal from office or death. Notwithstanding the foregoing, if a Board member leaves the Board midterm, said member’s Appointing Organization may at any time appoint a replacement director for said vacancy by notifying the Corporation in writing of such replacement. The replacement director shall serve

only for the remaining term of the director being replaced and is eligible for appointment for additional terms thereafter in accordance with subsection (d) hereof.

(f) Category 3. Establishment of and qualification requirements for Board member “Emeritus” status.

(1) As any appointed Category 1 Director term expires, such Director may request status of “Emeritus” for the purpose of retaining involvement and awareness of current Foundation activities and information available to Directors.

a. Application for Emeritus status will be received and reviewed by the Governance Committee with appropriate acceptance or rejection recommendation to the Board of Directors.

b. Eligibility for Emeritus status will be based on said Director completing two (2) full terms on the Board of Directors.

c. Emeritus Position will have a one (1) term limit of up to two (2) years maximum.

d. Emeritus members may continue serving on and/or be appointed to a Foundation committee(s) but may not serve as Chairman or Vice-Chairman.

e. Emeritus members may attend all Foundation meetings, except Executive Committee and/or closed meeting(s) and possess active voting rights at appointed committee meeting(s) but not Board of Director’s meetings.

f. In the event that Emeritus member(s) are re-appointed to the Board of Directors by nominating organizations (Florida Citrus Mutual or Florida Department of Citrus), after one (1) year of non-Board status, “Emeritus” member status will be terminated, and the re-appointed Director will not be eligible for future “Emeritus” status.

g. Any Board member, including those who served two, three-year terms, may again be appointed to the CRDF Board by an Appointing Organization so long as said appointee has not been a member of the CRDF Board for a full year. Time spent as an Emeritus member shall count as time off the Board for the purpose of reappointment.

Section 4.04. Qualification. Directors must be natural persons who are eighteen (18) years of age or older but need not be residents of the state of Florida or employees of the Corporation.

Section 4.05. Compensation. No member of the Board of Directors, current or Emeritus, shall receive any compensation from the Corporation; provided, however, that the directors shall be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as directors. Emeritus members will only be reimbursed for any reasonable out-of-pocket

expenses incurred in furtherance of their duties as pre-approved by the Foundation COO or President.

Section 4.06. Meetings. An annual meeting of the Board of Directors shall be held during the month of January on a day selected by the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. Special meetings of the Board of Directors shall be held when called by the President or any two (2) members of the Board of Directors at such times as designated by the Board of Directors. At such meetings, the Board of Directors shall transact such business as may be properly brought before the meeting.

Section 4.07. Place of Meetings. Meetings of the Board of Directors, annual or special, may be held either within or without the State of Florida at such place or places as the Board of Directors may from time to time by resolution designate.

Section 4.08. Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum exists shall constitute an official act of the Board of Directors.

Section 4.09. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors where corporate action is taken is deemed to have assented to the action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 4.10. Notice of Meetings. In addition to Public Notice required in Section 4.12 below, written notice of the date, time, and place of meetings of the Board of Directors shall be given to each director at least two (2) weeks before the annual meeting and at least one (1) week before a special meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute 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 the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 4.11. Telephone and Similar Meetings. The directors or Emeritus members may participate in, and hold meetings by means of, conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. A director or Emeritus member participating in a meeting by such means shall be deemed to be present at such meeting.

Section 4.12. Public Notice. Public notice of any meeting of the Board of Directors or any committee thereof shall be made as provided by Florida law.

Section 4.13. Removal of Directors or Emeritus member(s). At a meeting of the Board of Directors called expressly for the purpose of removing one or more directors or Emeritus member, any Category 1 director or Emeritus member may be removed, with or without cause, by a vote of a majority of the Board of Directors. Any director or Emeritus member may be removed from office or from a committee “for cause” (as defined herein below) by the President of the University of Florida after consultation with the non-affected directors of the Corporation.

Section 4.14. Vacancies. Any vacancy occurring in Category 1 on the Board of Directors may be filled by the organization that appointed such director in accordance with Section 4.03(a). A director appointed to fill a vacancy shall hold office only until the term of the director who is being replaced would have expired. However, said director may be appointed for subsequent service consistent with Section 4.03 and all subsections.

Section 4.15. Duties of Directors. A director shall discharge such director’s or Emeritus member’s duties as a director, including such director’s duties as a member of any committee of the Board of Directors on which such director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the Corporation.

In performing such director’s duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, or other persons as to matters the director reasonably believes are in such person’s professional or expert competence; or
- (c) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports, or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director’s office in compliance with the provisions of this Section.

Section 4.16. Liability of Directors. The directors of this Corporation shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of this Corporation unless:



(a) the director breached or failed to perform such director's duties as a director; and

(b) the director's breach of, or failure to perform, such director's duties constitutes:

a. a violation of criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;

b. a transaction from which the director derived an improper personal benefit, either directly or indirectly; or

c. recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 4.17. Director or Emeritus member Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or Emeritus member(s) or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or a committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE V - COMMITTEES**

Section 5.01. Committees. The Board of Directors shall designate an Executive Committee, a Finance and Audit Committee, a Governance Committee, a Research Management Committee, a Plant Improvement Committee, and other committees by resolution adopted by a majority of the full Board of Directors, except that no such committee shall have the authority to:

(a) fill vacancies on the Board of Directors or any committee thereof; or

- (b) adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 5.02. Executive Committee. The Board of Directors shall appoint an Executive Committee consisting of up to seven (7) members and shall designate the President as Chairperson of the Executive Committee. Other members of the Executive Committee shall be the Vice President, the Secretary, the Treasurer, the immediate past president so long as he/she remains on the Board of Directors, the appointee of the Chair of the University of Florida Board of Trustees and the designee of the President of the University of Florida, who shall also be permanent members of the Executive Committee. The Chief Operating Officer will attend all meetings, unless otherwise directed, as a non-voting member of the Committee.

The Executive Committee shall conduct meetings at such time, date, and location as it may from time to time designate in writing, upon at least forty-eight (48) hours' notice. Upon such notice, meetings may be called by the Chairperson. The presence of a majority of the committee members shall be necessary for the adoption of any resolution.

The Executive Committee shall have the power to transact and supervise all regular and ordinary business of the Board of Directors between meetings of the Board of Directors provided any action taken shall not conflict with the policies of and expressed wishes of the Board of Directors in matters of major importance or conflict with the Bylaws, the Articles of Incorporation, or the laws of the State of Florida.

The Executive Committee shall be convened when it is not realistically possible to obtain a full Board quorum to address items that require Board approval, but that do not have significant budget impact or do not establish or alter standing CRDF policy or procedures. An example would be time-sensitive CRDF endorsement of or commitment of in-kind cost-share to applications for external (non-CRDF) funding that support CRDF research program goals. Approval of committee recommendations to the Board that are time-sensitive and operational in nature may also be considered by the Executive Committee to expedite committee or staff follow-through. Items that are not time sensitive would be deferred to a forthcoming CRDF Board meeting. Time-sensitive items that do not require formal Board action but are brought forth from Staff seeking guidance may also be considered by the Executive Committee. All items considered and actions taken by the Executive Committee will be reported to the full Board through written minutes and report at the next Board Meeting.

Section 5.03. Finance and Audit Committee: The Treasurer shall be the chair of the Finance Committee. There shall be no fewer than three committee members, and all members shall be CRDF Board members. The Finance and Audit Committee is responsible for developing and reviewing fiscal procedures, internal controls, fundraising plan, and annual budget with staff and other Board members. The committee also selects and oversees audits performed by an independent certified public accountant. Annual reports are required to be submitted to the Board showing income, expenditures, and pledged income. The financial records of the organization shall be made available to Board members and the public.

(a) Charter. The committee shall prepare an Audit Charter 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 Charter and any amendments thereto before the same shall be effective.

(b) Audit Report. The independent auditor's annual 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.

(c) Budget. An annual budget shall be approved by the Board of Directors and thereafter sent to the President of the University of Florida or his or her designee for approval not later than sixty (60) days after the first day of the fiscal year to which it pertains.

Section 5.04. Governance/Compensation Committee: The Governance Committee shall be composed of Board members and is responsible for defining and assessing qualifications for Category 1 directors and may provide recommendations on suggested new Board members to the Appointing Organization. The committee is also charged with assimilating new members quickly and for making recommendations to the Board for staff succession planning as well as evaluating and making recommendations on compensation issues. The Governance Committee shall have no fewer than three members.

Section 5.05. Research Management Committee. The Research Management Committee (RMC) is responsible for determining research priorities for the Corporation, soliciting research and demonstration proposals from appropriate entities and persons, managing the proposal review process, and recommending to the Board of Directors the research priorities and proposals to be funded. Ultimate decision-making authority for CRDF's determination of which proposals to fund lies with the Board. However, the Board shall give appropriate weight to the recommendations of RMC because it is typically at the committee level where proposals are most discussed, and testimony taken. Nevertheless, RMC and the Board shall, in keeping with CRDF's history of only funding research which has been peer reviewed by unbiased, un-conflicted third-party scientific advisors, endeavor to fund only proposals which have been reviewed pursuant to such a process. Only in exigent circumstances or when such review is not practicable shall either the RMC or the Board stray from such practice.

RMC shall consist of at least four CRDF Board members, at least one of whom shall be a Category 2 director and may include other persons who are not members of the Board of Directors who are appointed by the Board. Such persons may vote on matters coming before the RMC but shall not be entitled to vote on matters coming before the Board of Directors. The chairperson of the committee shall be a Category 1 Board member. The committee shall be no fewer than 11 persons and no more than 21 persons. A majority of the total membership of the committee shall constitute a quorum. The CRDF Board of Directors shall approve members of the committee. A term on RMC shall be three years. There is no limit to the number of terms a committee member may serve, but the Board should recognize the benefit that new committee members bring to the affairs of research management and service to the Florida citrus industry, and refresh membership when suitable candidates for service are identified.

RMC shall have the authority to organize itself into sub-committees, subject to Board approval. Each sub-committee shall have at least one Category 1 director as a member, but the chairperson of a sub-committee is not required to be a Board member.

In addition to the responsibilities outlined above, the Research Management Committee shall be responsible for:

- a. Working with sponsored research partners to insure that intellectual property rights are protected, and that commercial partners for manufacturing and marketing technologies and products are identified.
- b. Working with entities licensed to use technologies and products germane to Section 5.05a above to obtain regulatory approval.
- c. Being the committee of jurisdiction for research proposals where there is a reasonable possibility of the research leading to a commercial application in a short-term horizon.

Section 5.06. Plant Improvement Committee. The Plant Improvement Committee (PIC) is responsible for evaluating germplasm for placement in the plant breeding pipeline, recommending advancement of germplasm to last-stage field trials or mass propagation and commenting on plant improvement projects dealing primarily with plant breeding or where the input of more industry representatives would be particularly helpful. Committee membership shall represent commercial citrus growers, processors, nursery growers, and the CRDF Board. At least four members of the committee shall be CRDF Board members, at least one of whom shall be a Category 2 member, and the chair of the committee shall be a CRDF Board member. The committee shall have no more than 21 members, including ad hoc members. A majority of the total membership of the committee shall constitute a quorum. The CRDF Board of directors shall approve members of the committee. A term on PIC shall be three years. There is no limit to the number of terms a committee member may serve, but the Board should recognize the benefit that new committee members bring to the affairs of plant improvement and service of the Florida citrus industry, and refresh membership when suitable candidates for service are identified.

PIC shall have the authority to organize itself into sub-committees, subject to Board approval. Each sub-committee shall have at least one Category 1 director as a member, but the chairperson of a sub-committee is not required to be a Board member.

Section 5.07. Select Committees. The Board of Directors may appoint Select Committees from time to time to address specific tasks. Any Select Committee shall be comprised of no fewer than five nor more than thirteen members, at least two of whom shall be Category 1 members and one of whom shall be a Category 2 member of the Board of Directors and may include other persons who are not members of the Board of Directors.

Section 5.08. Procedures for Committees:

(a) The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to executive and other committees and their members.

(b) Each committee established pursuant to this Section must have two (2) or more committee members who shall serve at the pleasure of the Board of Directors provided that any Executive Committee shall at all times include the director who is the appointee of the Chair of the University of Florida Board of Trustees and the designee of the President of the University of Florida. The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate one (1) or more Category 1 directors as alternate committee members of any such committee who may act in the place and stead of any absent Category 1 committee member or members at any meeting of such committee.

(c) Neither the designation of any executive or other committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances.

## **ARTICLE VI - OFFICERS**

Section 6.01. Officers. The officers of the Corporation shall consist of a President, Vice President, Treasurer, Secretary and Chief Operating Officer, and may also consist of such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of the business of the Corporation. The same person may simultaneously hold more than one office, except that the same person may not simultaneously hold the offices of president and secretary.

Section 6.02. Election, Term of Office and Qualification. Except as provided herein to the contrary, each officer shall be elected by the Board of Directors. Each such officer (whether elected at an annual meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold his or her office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal.

Section 6.03. Resignations. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors of the Corporation may fill the pending vacancy before the effective date so long as the successor does not take office until such effective date.

Section 6.04. Removal. The Board of Directors may remove any officer at any time with or without cause.

Section 6.05. Vacancies. Any vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

Section 6.06. Contract Rights. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

Section 6.07. Duties of Officers.

(a) President. The President shall be the chief executive officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the Board of Directors and Executive or other committees as established by the Board of Directors under the provisions of these Bylaws. The President may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, or by law, to some other officer or agent of the Corporation.

(b) The Vice-President shall perform such duties of the President as herein prescribed in the event that the President is unable to faithfully perform his/her duties and shall be the presiding officer in the absence of the President.

(c) Secretary. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the Board of Directors and Executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

(d) Treasurer. The Treasurer shall have custody of all financial records, keep full and accurate records of receipts and disbursements, render accounts thereof whenever required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate.

(e) Chief Operating Officer. The Chief Operating Officer for the Corporation shall be responsible for the day-to-day management of the business affairs of the Corporation. The selection of the Chief Operating Officer shall be subject to the approval of the President of the University of Florida who shall consult with the Board of Directors in this regard. The Chief Operating Officer shall report to the Board of Directors and to the President of the

University of Florida and may be removed from this position for cause by the President of the University of Florida after consultation with the Board of Directors.

Section 6.08. Compensation. The Board of Directors may authorize payment of reasonable compensation to the officers of the Corporation for services rendered.

## **ARTICLE VII - FUNDS, DEPOSITS AND CHECKS**

Section 7.01. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever for the general and special charitable purposes of the Corporation.

Section 7.02. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Funds not held for investment by the Corporation shall be electronically transferred to the Corporation's bank account maintained for it by the University of Florida. The Corporation shall not be required to deposit funds with the University of Florida Foundation, Inc., but may deposit funds with the University of Florida Foundation, Inc. and shall be afforded the most competitive fees offered by the University of Florida Foundation, Inc. to its other participants in its investment funds.

Section 7.03. Checks, Drafts, Orders for Payment. All checks shall be prepared timely by the University of Florida upon valid vouchering by the Corporation. Such checks shall be issued in the name of the Corporation and shall contain the signature of such officer or officers, or agent or agents of the Corporation as may be authorized by the Board of Directors. The administrative fee charged and the timeliness of performance of these financial services performed by the University of Florida shall be reviewed annually by the Board of Directors. The administrative fees charged shall be the most competitive fees charged by the University of Florida for such services to other participants.

## **ARTICLE VIII - CORPORATE RECORDS**

The Corporation shall keep as permanent records, correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer, director or Emeritus member, or any former officer or director, to the full extent permitted under Section 617.0831 of the Florida Statutes.

## **ARTICLE X - MISCELLANEOUS**

Section 10.01. Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so

required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 10.02. Fiscal Year. The Corporation's fiscal year shall begin on July 1 and end on June 30 of the following year.

Section 10.03. Amendment of Bylaws. The Board of Directors may amend or repeal the Corporation's Bylaws. Any amendments adopted by the Board of Directors shall not become effective until approved by the President of the University of Florida and the Chair of The University of Florida Board of Trustees.

Section 10.04. Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by, the Corporation's Articles of Incorporation.

Section 10.05. Regulations of the University of Florida. The Articles of Incorporation and the Bylaws of the Corporation will be consistent with the applicable Regulations of the University of Florida, including, but not limited to, the right of the President of the University of Florida to monitor and control the use of the resources of the University, the use of 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, the University of Florida Board of Trustees Internal Operating Memorandum 07-20, the Enhanced Governance Standards of the University of Florida Board of Trustees adopted on December 7, 2018, and any amendments to any of the foregoing.

Section 10.06. 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 Viet Nam Era Veterans' Readjustment Assistance Act.

Section 10.07. Written Policies. The Corporation shall have written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment.

Section 10.08. 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 Institute of Food and Agricultural Sciences at the University of Florida.

Section 10.09. Definition. As used in these Bylaws, "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 and need not depend on the conclusion of any external determination or process.

## **ARTICLE XI - DISSOLUTION**

Upon the dissolution of the Corporation, after payment or making provision for payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance



of assets which are held by the Corporation under a condition or contract requiring their return, the Board of Directors shall distribute the Corporation's remaining assets to The University of Florida Foundation, Inc. to be held for the purpose of citrus research, education and extension by The Institute of Food and Agricultural Service at the University of Florida; provided that such organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3) of the Internal Revenue Code. In the event that such organization fails to be an exempt organization as described in the foregoing sentence, then the remaining assets shall be distributed to an organization so qualifying selected by the Board of Directors to be held for the purpose of citrus research, education and extension.

Rev. 12/9/2010  
2/22/2011  
5/24/2011  
11/14/2011  
1//2012  
2/28/2012  
4/20/2012  
4/17/2013  
6/14/2017  
12/11/2018  
2/2019 (UF BoT)  
2/22/2022  
9/26/2023  
9/24/2024