



St. Johns River State College
Student Housing Direct Support Organization
Board Meeting

Wednesday, October 18, 2023
1:30 pm
Orange Park Campus, Thrasher-Horne Center, Suite E

AGENDA

- I. Approval of Minutes from August 9, 2023 Board Meeting
- II. Approval of the Bylaws
- III. Elect Vice-Chairperson and Treasurer
- IV. Approval for Chairperson, Vice-Chairperson, and Treasurer to sign all forms required by the bank to open the account
- V. Other Business

St. Johns River State College
Student Housing Direct Support Organization

Board Meeting – August 9, 2023
1:30 pm, Palatka Campus,
Executive Conference Room

Attending: District Board of Trustees Designee Wendell Davis, President Joe Pickens, Dr. Melanie Brown, Dr. Gilbert Evans, Michelle Sjogren, Brian Bergen

Student Housing DSO Board Chairperson Wendell Davis called the meeting to order at 1:30 pm. A quorum was present.

I. **Approval of Minutes from May 22, 2023 Organizational Meeting**

Chairperson Wendell Davis reviewed and requested approval of the minutes from the May 22, 2023 organizational meeting.

A motion for approval was moved by President Joe Pickens, seconded by Dr. Melanie Brown, and unanimously approved.

II. **Update on Setting Up Bank Account and Signature Cards**

Brian Bergen gave an update on setting up the bank account and the signature cards.

III. **Other Business**

- President Pickens noted that the permit has been received from the St. Johns River Water Management District. Notice of the permit is being advertised. Site work will begin soon.

The meeting was adjourned at 1:35 p.m.

**BYLAWS
OF
ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION
Adopted February 20, 2023**

**ARTICLE I
NAME AND PURPOSE**

The name of the Corporation shall be St. Johns River State College Student Housing Corporation, a Florida not for profit corporation (the “Corporation”). The Corporation shall maintain a registered office in the State of Florida and a registered agent at such office.

In general, the Corporation shall do any and all acts and things and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida. No part of the income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to reimburse its directors and officers for expenses incurred, in compliance with the laws of the United States and the State of Florida, and to make payments and distributions in furtherance of its tax-exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

**ARTICLE II
MEMBERS**

The members of the Corporation shall consist of the members of the Corporation’s Board of Directors (the “Board of Directors”).

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 3.1. General Powers. The business, property, affairs, and funds of the Corporation shall be managed, supervised, and controlled by a Board of Directors subject only to applicable law and the limitations contained in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”) and these Bylaws and the powers and duties reserved to The District Board of Trustees (the “Board of Trustees”) of St. Johns River State College, Florida (the “College”) and the President of the College or the President’s designee in regards to the Corporation. The Board of Directors shall have the authority to adopt policy for the Corporation, consistent with the Articles of Incorporation and these Bylaws.

SECTION 3.2. Reserved Powers. The President of the College or the President’s designee shall have the following specific powers and duties regarding this Corporation:

- (a) To monitor and control the use of the College’s resources by this Corporation;
- (b) To control the use of the College name and intellectual property by this Corporation;
- (c) To monitor compliance of this Corporation with federal and state laws;
- (d) To recommend an annual budget of this Corporation to the Board of Trustees; and
- (e) To review and approve annual expenditure plans of this Corporation.

SECTION 3.3. Appointment and Election of Directors. The Board of Directors shall consist of at least three (3) but no more than five (5) directors. The members of the Board of Directors must be natural persons who are 18 years of age or older but need not be residents of the State of Florida. The initial membership of the Board of Directors shall contain three (3) members which shall be appointed in the following manner:

- (a) The President of the College appointed to serve on the Board *ex officio*;
- (b) One Appointed Director shall be designated by the President of the College; and
- (c) The Chair of the Board of Trustees of the College appointed to serve on the Board *ex officio*, or the designee of the Chair.

As an additional qualification, all directors of the Corporation shall be subject to confirmation by vote of the District Board of Trustees at a meeting following appointment. Terms of office of the members of the Board of Directors shall be three years in length and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death. Directors may be reappointed or reelected to additional successive terms. Notwithstanding the foregoing, the President of the College or the President’s designee shall continuously serve as a Director. A vacancy on the Board of Directors with respect to directors may be filled by a vote of the remaining directors at their sole and absolute discretion, however, the Chair of the District Board of Trustees and the President of the College shall designate replacements for the directors appointed by them. If a director is appointed to fill a vacancy before the end of the term of their predecessor, such director shall serve for the remainder of the term of the director being replaced.

The Initial Directors are elected as follow:
Joe H. Pickens, President
Wendell D. Davis, Chair
Dr. Melanie Brown

SECTION 3.4 Removal of Directors. A director may resign at any time by submitting a written resignation to the Chair of the Board of Directors. Any director may be removed from the Board of Directors at any time with cause by a two-thirds vote of the Board of Directors. Any director may be removed at any time with or without cause by vote of the District Board of Trustees. The Board of Directors should regularly review, and in any event annually, the membership of the Board of Directors for appropriate availability and expertise applicable to the student housing project undertaken by the Corporation.

SECTION 3.5 Conflict of Interest and Code of Ethics. Directors stand in a fiduciary relationship to the Corporation and the College. Therefore, directors shall act in good faith, with due regard to the interests of the Corporation and the College and shall comply with the fiduciary

principles and laws set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. Directors shall comport themselves in accordance with the statutory Code of Ethics and the Conflict of Interest Policy attached to these Bylaws as Appendix "A". Each director shall annually complete and sign a disclosure form as required by said policy.

SECTION 3.6 Meetings. Regular meetings of the Board shall be held from time to time at least one time a year, at such times as may be specified by the Chairperson. One such meeting shall be held in May or June of each year and such meeting shall be the Annual Meeting of the directors when new directors shall take office and officers shall be elected and take office, subject to other provisions of these Bylaws. Notice to the public of Regular meetings, Committee meetings, and Special meetings of the Board will be given by posting on the College's website not less than seven (7) days before the meeting with a statement of the general subject matters to be considered. Notice to each director shall be emailed or hand delivered to each director not less than seven (7) days prior to each meeting. Special meetings may be called by the Chairperson or the President and the agenda for special meetings shall be limited to matters listed in the written notice of the special meeting.

SECTION 3.6(a). Emergency Meetings. An emergency meeting of the Board may be called by the Chairperson or the Vice Chairperson in the Chairperson's absence, upon as much notice as is reasonably possible but not less than twenty-four (24) hours' notice whenever, in the opinion of the Chairperson or Vice Chairperson, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chairperson will notify the Secretary. The Secretary will immediately serve either verbal or written notice upon each member of the Board, and shall provide notice to the public, by any procedure that is fair under the circumstances, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board and to the public.

SECTION 3.6(b). Telephone Meetings. Board and Committee meetings may be conducted by telephone conference or similar communications facilities if the Chairperson of the Board or the Chairperson of the Committee determines it is appropriate and is in full compliance with all requirements of the Sunshine Law. The notice of any meeting conducted by means of telephone or similar communication facilities will state where and how members of the public may gain access to the meeting.

SECTION 3.6(c). Public Comment. Pursuant to Section 286.0114, Florida Statutes, members of the public shall be given a reasonable opportunity to be heard on propositions before the Board (i.e., items on the agenda for the meeting at which members of the public are requesting to be heard). Members of the public shall complete and submit a request form at least fifteen (15) minutes prior to any meeting's call to order. Public comment will generally be limited to five (5) minutes per speaker and taken in the order in which request forms are received. A maximum of thirty (30) minutes shall be set aside during any meeting for public comment, unless extended by the Chairperson. Reasonable accommodations shall be made for individuals with a disability who wish to be heard. The opportunity to be heard shall be subject to all Corporation and College

policies and procedures and shall not prohibit the Board from maintaining orderly conduct or proper decorum in any meeting. The opportunity to be heard may or may not occur at the same meeting at which the Board takes official action, as long as the opportunity occurs at a meeting during the decision-making process and is within reasonable proximity in time before the Board takes official action. The opportunity to be heard shall not apply to the following: (1) an official act that must be taken to deal with an emergency situation affecting the public health, welfare, or safety, if compliance with the requirements would cause an unreasonable delay in the ability of the Board to act; (2) an official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations; (3) a meeting that is exempt from Section 286.011, Florida Statutes, as may be amended; or (4) a meeting at which the Board is sitting in its quasi-judicial capacity.

SECTION 3.7 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum. A quorum must be present to transact the business of the Corporation at a meeting.

SECTION 3.8. Voting. Each director shall have one vote. All questions shall be decided by the act of a majority of the directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or Florida law.

SECTION 3.9. Compensation. Members of the Board of Directors, as such, shall not receive a regular salary for their services as a member of the Board of Directors. However, such members of the Board of Directors shall receive reimbursement of such directors' out-of-pocket expenses associated with their duties as directors, as permitted by the laws of the State of Florida.

SECTION 3.10. Executive Session. The Florida Legislature has provided limited exemptions from the Sunshine Law for certain meetings because of the confidential material that must be discussed. When the Board of Directors decides to avail itself of any such exemption, it will do so pursuant to Florida law.

ARTICLE IV OFFICERS

SECTION 4.1 Officers. The officers of this Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. Only directors of the Corporation may be elected to the office of Chairperson, Vice Chairperson and Treasurer of the Corporation pursuant to this Article IV, from nominations submitted from the floor. The President shall at all times serve as the Secretary of the Corporation. All officers shall have such authority and perform such duties as described below:

- (a) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors. The Chairperson may execute all documents in the name of the Corporation, including but not limited to all contracts, deeds, notes, certificates and other documents or legal instruments authorized or issued by the Board of Directors.
- (b) Vice Chairperson. The Vice Chairperson shall act as Chairperson in the Chairperson's absence or unavailability and shall do and perform such other duties as may be assigned

by the Board of Directors.

- (c) Secretary. The Secretary shall keep full and accurate minutes for all meetings of the Board of Directors. The Secretary shall transmit all notices required by the Bylaws of the Corporation, as the same may be amended from time to time. The Secretary may attest to documents with the Chairperson in the name of the Corporation and, when required, shall affix thereto the seal of the Corporation. The Secretary shall in general perform all duties incident to management of the office of Secretary for the Board of Directors.
- (d) Treasurer. The Treasurer or the Treasurer's designee shall prepare the annual budget and present the financial statements of the Corporation to the Board of Directors at each regular meeting of the Board of Directors and at such other times as the Board of Directors may determine. The Treasurer shall ensure that all financial reports and expenditure plans are filed in a timely manner in accordance with applicable law. The Treasurer shall ascertain that a full and accurate account is made of all monies received and paid out on accounts administered by the Corporation in accordance with guidelines or directives established by the Board of Directors, and shall in general perform all duties incident to management of the office of Treasurer for the Board of Directors, including, but not limited to, the deposit of all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depositories as the Board of Directors may designate; the review of all receipts and vouchers for payment made to and all vouchers and checks made by this Corporation; rendering to the Board of Directors an account and statement of all the Treasurer's transactions at each meeting of the Board of Directors and at such other times as the Board of Directors may determine; preparation of a quarterly expenditure plan to be reviewed and approved quarterly by the President of the College or the President's designee who shall be a senior officer of the College. The plan shall separately delineate planned actions which result in a commitment of the College resources, or which represent significant commitment of the resources of the Corporation.

SECTION 4.2. Appointment and Term of Office. The officers of the Corporation shall be elected as necessary by majority vote of the Board of Directors at the annual meeting. Each of the officers shall serve terms of one year, each commencing immediately following their election.

SECTION 4.3. Removal. Any officer may be removed with or without cause by two thirds vote of the Board of Directors.

SECTION 4.4. Vacancies. A vacancy in any office because of death, resignation, removal or otherwise may be filled by a vote held at a meeting of the Board of Directors.

ARTICLE V COMMITTEES

SECTION 5.1. Creation of Committees. The Chairperson of the Board of Directors may appoint such committees as he/she may deem necessary and advisable to assist in the conduct of the Corporation's affairs, each to consist of one or more of the directors of the Corporation. Such other committees shall have such functions as may lawfully be delegated by the Board of Directors to the extent provided in the resolution or resolutions creating such committee or committees. The

actions of any committee shall be subject to review and approval by the Board of Directors, except when the power to act is specifically granted to a committee by the Board of Directors. Each committee shall keep approved minutes and submit them to the Board of Directors for review.

SECTION 5.2. Meetings of Committees. Following proper notice, regular meetings of committees may be held at such time and at such place as shall from time to time be determined by the Board of Directors or the chairperson of the committee, upon proper notice in accordance with the Sunshine Law. Meetings of committees may be conducted by conference telephone or similar communications facilities, in the same manner as if the meeting were held in person, if the Chairperson or the Chairperson of the Committee determines it is appropriate and is in full compliance with all requirements of the Sunshine Law. The notice of any meeting conducted by means of telephone or similar communication facilities will state where and how members of the public may gain access to the meeting.

SECTION 5.3. Vacancies on Committees. Vacancies on any committees shall be filled by a majority vote of the Board of Directors then in office at any regular or special meeting.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee, and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article VI shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this section shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE VII QUARTERLY EXPENDITURE PLANS

This Corporation shall prepare and submit to the President of the College or the President's designee, each quarter of the Corporation's fiscal year, a quarterly expenditure plan that delineates planned actions that would cause a commitment of College resources or represent a significant commitment of the resources of this Corporation, including: (a) major fund raising events and campaigns and their purpose; (b) compensation and benefits to College employees and employees of the Corporation; (c) capital projects, including land acquisition, construction, renovation or repair; and (d) other major commitments of the resources of this Corporation.

ARTICLE VIII AMENDMENT

SECTION 8.1. Amendments to Bylaws. These Bylaws may be amended by a two-thirds vote of the Board of Directors and shall be subject to approval by the Board of Trustees.

SECTION 8.2. Amendments to Articles of Incorporation. The Articles of Incorporation of the Corporation may be altered or amended at any regular or special meeting of the Board of Directors by resolution approved by the affirmative vote of two-thirds of the voting directors present, subject to approval by the Board of Trustees.

SECTION 8.3. Requirements of Florida Law. All amendments to the Bylaws and Articles of Incorporation of the Corporation shall comply with Florida law and appropriate state rules and policies.

ARTICLE IX MISCELLANEOUS

SECTION 9.1. Fiscal Year. The fiscal year of the Corporation shall be April to March, consistent with the fiscal year of the St. Johns River State College Foundation, Inc.

SECTION 9.2. Records. Public access to the records of the Corporation shall be governed by the provisions of Chapter 1004.70, Florida Statutes. It is the policy of the Corporation to maintain and/or dispose of all records made or received in connection with Corporation business in accordance with a document retention schedule as the Board of Directors may adopt from time to time.

SECTION 9.3. Checks and Depositories. Except as may otherwise be specified in these Bylaws, the Board of Directors shall provide, by Resolution, which officers or directors or other designees are authorized to draw checks or otherwise electronically transfer funds on the accounts of the Corporation and may impose any reasonable terms, conditions, or limitation on such authority. Checks or drafts or other electronic fund or automated clearinghouse transactions of the Corporation shall be signed by any two of the officers or directors or other designees, authorized to do so by the Board of Directors or by these Bylaws. Funds of the Corporation shall be deposited to the credit of the Corporation only in institutions approved by the Board of Directors by resolution and only in financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

SECTION 9.4. Service of Process. Service of process may be made on the Office of the College's President.

SECTION 9.5. Financial Audits. After the close of each fiscal year, the Corporation shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant pursuant to Section 1004.70, Florida Statutes, as may be amended or supplemented, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45(8), Florida Statutes, as maybe amended or supplemented. The President of the College shall submit the annual audit report to the District Board of Trustees, the State Board of Education of the State of Florida, the Auditor General of the State of Florida and the Board of Directors no later than July 31 each year or by such other period as may be required by law or College policy or procedure. In addition, the Corporation shall provide a copy of its federal Application for Recognition of Exception (Form 1023) and each year shall provide a copy of its Form 990, Return of Organization

Exempt from Federal Income Tax to the President of the College for submission to the District Board of Trustees, as required by applicable laws of the State of Florida.

**ARTICLE X
EMPLOYEES**

Any person employed by the Corporation shall not be considered an employee of the State of Florida by virtue of such employee's employment by the Corporation. The Corporation shall provide equal employment opportunities to all persons regardless of age, race, national origin, color, ethnicity, genetic information, religion, sex, gender, gender identity, sexual orientation, pregnancy, disability, marital status, or veteran status. The Corporation shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Corporation's good name and business interests, and accordingly, it is the policy of the Corporation to adhere to the requirements of the Florida Whistle-blower's Act, Sections 112.3187 – 112.31895, Florida Statutes.

APPROVED BY THE BOARD OF DIRECTORS ON _____, 2023

EXHIBIT A
**ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION
CONFLICT-OF-INTEREST POLICY**

1. Scope. The following statement of policy applies to each member of the St. Johns River State College Student Housing Corporation (“Corporation”) Board of Directors and any subsequent Committees.

2. Fiduciary Responsibilities. Section 8 of Article II of the Constitution of the State of Florida states: “A public office is a public trust.” Board and Committee members of the Corporation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board of Directors and Committees are to be made solely on the basis of a desire to advance the best interests of the institution and the public good.

Board of Directors and Committee members are generally involved in the affairs of other institutions and organizations. Effective boards and committees will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Director has the responsibility to comply with the Code of Ethics for Public Officers and Employees which is contained in Chapter 112, Part III (Sections 112.311 – 112.3261) of the Florida Statutes.

3. The Code of Ethics for Public Officers and Employees. The Code of Ethics provides definitions and sets forth the various contexts in which conflicts arise. As defined in the Code, a “conflict of interest” arises in a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.

Particular attention is required when public officers are in situations involving:

- solicitation and acceptance of gifts;
- favors or compensation;
- contracts and transactions with the Corporation;
- unauthorized compensation;
- misuse of public position or confidential information;
- conflicting employment or consulting contractual relationships; and
- employment of relatives.

Thus, each Director and Committee member has a continuing obligation to:

- (a) be familiar with the Florida Statutes regarding ethics and conflicts of interest and the terms of this Policy;
- (b) disclose to the Board of Directors and/or Committee Chair any possible personal, familial, or business relationships that might reasonably give rise to a conflict involving the Corporation; and
- (c) acknowledge by his or her execution of the attached “Conflict of Interest Disclosure Form” that he or she is in compliance with the letter and spirit of this Policy and applicable laws.

4. Disclosure. All Directors and Committee members shall list on the attached Conflict of Interest Disclosure Form, at least once a year, those relationships

- (a) that they or members of their family maintain with organizations that do business with the Corporation, or
- (b) that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility.

If a Director or Committee member is uncertain as to whether to list a particular relationship, the Director and/or Committee Chair and legal counsel for the College should be consulted. Information shared or gathered as a result of such consultations (including information provided on the attached form) shall not be released except

- in accordance with applicable public records laws, or
- when the institution's best interests would be served by disclosure, or
- as required by court order.

Any such required disclosure will be made only after informing the affected Director or Committee member.

5. Definitions. The following definitions apply to this policy:

Business Relationship – A business relationship is one in which a Director or Committee member or a Director or Committee's spouse or child serves as an officer, director, or proprietor of, or has a material interest in, an organization that does business with the Corporation or the College.

Material Interest - a direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity constitutes a material interest.

Attached is the Corporation Conflict of Interest Disclosure Form which each Director and Committee member must file with the Corporation Secretary on or before July 1st of each year, unless a change necessitating an amendment occurs prior to July 1st of the following year.

**ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION
CONFLICT OF INTEREST DISCLOSURE FORM**

This Conflict of Interest Disclosure Form is intended to protect the Director and Committee members, and the Corporation, by affording the Corporation ample opportunity to forestall any potential conflicts and assure that all Board of Directors decisions are above reproach.

To allow the Directors and Committee members, and the Corporation to monitor and promptly address any potential conflicts, please (i) identify below any relationships, financial or personal, that may constitute conflicts or potential conflicts of interest, or (ii) confirm that no such conflicts or potential conflicts are known to exist:

_____ The following represent interests or relationships that are or may be in conflict with my position as a Director or Committee member of the Corporation:

1. Personal, familial or business relationships that might reasonably give rise to a conflict involving the Corporation or College.

2. Outside employment or service (any outside employment or provision of outside services) by you or any member of your family that may be in conflict with your position as a Director or Committee member of the Corporation.

3. Outside interests, financial and other (any interests or position which you or any member of your family hold in any outside concern from which the Corporation or College obtains goods or services, or which provides services competing with the Corporation or College):

4. Any other potential issues or conflicts:

OR

_____ As of today's date, I have no financial, professional, or personal relationships that reasonably hold the potential for a conflict of interest involving my service as a Director or Committee member.

I am familiar with the Corporation's Conflict of Interest Policy pursuant to which this Disclosure Form is filed. I have disclosed all potential conflicts of interests of which I am aware, and I agree to promptly file a further Disclosure Form if any additional matters subject to disclosure arise before my next annual Disclosure Form is due.

Signature _____

Date _____

Print Name _____

Please FAX or mail this form to St. Johns River State College Student Housing Corporation Secretary, at 5001 St. Johns Avenue, Palatka, Florida 32177.