

**Association of Florida Colleges – Board of Directors Meeting  
Proposed Agenda for  
February 26, 2025, 1:00-3:00 pm ET**

**via Zoom: Meeting ID: 842 6757 2736 Passcode: 841992**

<https://us02web.zoom.us/j/87342356416?pwd=3v1cBHij3JQd5IOMkC3mPDS5n7198G.1>

1.0 Call to Order – Mark Ross

1.1 Welcome & Opening Remarks – Dr. Mark Ross

*“Thriving Together: Empowering Students’ Success Through Community  
and AFC Support”*

1.2 Quorum Check – Tony Carvajal

1.3 Consent Agenda – Dr. Mark Ross

**(Motion Required)**

1.3.1 For Approval: Board of Directors Minutes, December 4, 2024

1.3.2 For Acceptance: Board of Directors Minutes, November 4, 2024

1.3.3 For Acceptance: Minutes of Annual Meeting of the AFC Assembly of Delegates,  
November 6, 2024

1.3.4 For Information (formerly ratification): TSC Lease, pre-Move In

2.0 President’s Report – Dr. Mark Ross

2.1 Operating Docs

**(Motions Required)**

2.1.1 For Acceptance & Authorization to File: Articles of Incorporation, as  
amended by Assembly of Delegates, to be filed with Secretary of  
State, with amended address

2.1.2 For Acceptance: Bylaws, as amended by Assembly of Delegates

2.2 Update on Strategic Initiatives

2.2.1 Reimagining & Strategic Planning – Next Steps

2.2.2 Board of Directors, Board of Advisors, Committees

2.2.3 AFC Treasurer

2.2.4 Revitalizing Chapters & Commissions/Learning Communities

2.2.5 Membership Model(s) and Dues Structure

2.2.6 Standing Rules & Procedures

2.3 Update on Organizational Issues

2.3.1 Process for filling VP2 position

2.3.2 MOUs needed: Council of Presidents & Foundation

3.0 Financial Reports – Tony Carvajal

**(Motions Required)**

3.1 Balance Sheet & Statement of Activities, 7/1/2024 – 1/31/2025

3.2 Update on Audit & Tax Filings (extension to May)

3.3 Budget Planning, FY 2024-25

4.0 Executive Director/CEO Report – Tony Carvajal

4.1 Update on Operational Issues

4.1.1 “AFC NEXT” Efforts

4.1.2 Facilities – TSC Center

4.1.3 Staffing & Operations

*(Motion Requested for Executive Session)*

5.0 Reports from Commissions, Regions, Chapters, and Committees

5.1 Commissions – Rory Wells

5.2 Regions & Chapters – TBD

5.3 Standing Committees – Dr. Mark Ross

5.4 Special Committees – Dr. Mark Ross

5.5 Policy & Advocacy Committee Update – Dr. Georgia Lorenz

6.0 Reports from Related Entities

6.1 AFC Foundation Update – Matt Wetzel

6.2 Council of Presidents – Dr. Georgia Lorenz

6.3 Trustees – TBD

7.0 Other Business or Announcements

7.1 Upcoming Board meetings

April 30, 1-3pm ET

June 25, 1-3pm ET

August 27, 1-3pm ET

October TBD - align with Annual Meeting

December 17, 1-3pm ET

7.2 New Business

8.0 Adjourn

**ASSOCIATION OF FLORIDA COLLEGES BOARD OF DIRECTORS**  
**Meeting Minutes (DRAFT until approved)**  
**December 4, 2024 – via Zoom**

**Call To Order**

President Matt Wetzel called the AFC Board of Directors meeting to order at approximately 2:04 p.m. ET.

**Roll Call and Quorum Check** (15 board members required for quorum)

Present:

Matt Wetzel, President	Germany Dixon
Mark Ross, President- Elect	Gina Doeble
Steven Crudup, VP Commissions	April Leake
Roger Williams, VP Regions & Chapters	Sandy Martin
Dianne Valdivia, VP-Elect Commissions	Patricia McGee
Rory Wells, VP-Elect Regions & Chapters	Brittany Weisensale
Rita Brown	Sharon Walker
Wanda Curtiss	Matthew White

**A quorum was present.** Tony Carvajal, Executive Director/CEO, was also present.

**Consent Agenda**

**A motion was made, seconded, and approved to accept the Minutes of the Board of Directors meeting of November 4, 2024, with one scrivener’s change** (re: spelling of name).

**President’s Report**

Matt Wetzel thanked Board members and guests for their support throughout the year and especially for participating in the Annual Meeting and the Assembly of Delegates, as well as supporting the “Reimagining Initiative.” Mr. Wetzel thanked Board members for living the theme for the year (Be Active, Keep Moving, Transform Your Mind) as reflected in “3 Es”: engagement, empowering, and evolving.

Mr. Wetzel congratulated the incoming officers who would take on new roles effective January 1, 2025: Dr. Mark Ross, president; Dr. Dianne Valdivia, president-elect; and Ms. Rory Wells, VP1 (Commissions). Mr. Wetzel reminded members that there were plans to fill the VP2 position (Regions & Chapters) and to encourage individuals to nominate themselves for the opening. The nomination form is available on the website at [myafc.org](http://myafc.org) and nominations are due by January 10<sup>th</sup>.

Mr. Wetzel also provided an update of the townhall call held earlier in the week; discussed the Leadership Summit and Region V meeting to be held in January, and reviewed the proposed dates for other region meetings; and reminded participants that with the changes approved by the Assembly of Delegates, there would be a new Board structure and processes, and that new standing rules would be needed. Mr. Wetzel encouraged Board members to stay engaged and provide their insights through the transitions.

**Executive Director/CEO Report**

Tony Carvajal also thanked Board members for their collaboration and coordination throughout the Reimagining exercise.

Mr. Carvajal provided an overview of the Balance Sheet and Statement of Financial Position as of October 31, 2024. Highlights included: Cash balance of approximately \$662,928, with portions of that balance restricted as custodial dollars (approximately \$88,000) or grant funds (\$169,000). Accounts receivable totaled approximately \$197,731, which included institutional dues and funds due from the AFC Foundation. Liabilities included approximately \$17,490 in credit card debt which would largely be covered from the custodial account activities. Mr. Carvajal noted that when compared to the same period last year, the association was ahead on revenues due in large part to the Gates grant it had received, and had also managed to reduce some long-term expenses due to the sale of the building and the reduction of accrued leave.

While reviewing the Statement of Activities, Mr. Carvajal noted that the Chart of Accounts had been updated to facilitate project-level accounting, so comparison to prior year period might be difficult during the current fiscal year, but that he would provide a clear cross-walk if anyone had a particular question on line items. Mr. Carvajal reviewed the profit and loss statement, highlighting key differences and expected expenditures, and also noted that the current fiscal year was built around a \$980,000 estimated operating plan. Dr. Gina Doeble thanked Mr. Carvajal for the thorough walk through.

Mr. Carvajal also reviewed various items related to the proposed strategic changes to operations, including the new composition and roles of the Board of Directors and a possible Board of Advisors; the need to clarify objectives and standards for Chapters and Commissions; the required rewrite of the Standing Rules; and the work needed to monitor the current budget and plan for the 2025-2026 fiscal year budget.

#### **Policy and Advocacy Committee**

Mr. Carvajal reported that the primary objective for the 2025 legislative session was to secure and additional \$200 million in new operating and recurring funding for the program fund, to be run through the funding formula; as well as support for maintenance and repair dollars; and other funds included in the FDOE legislative budget request. Mr. Carvajal also the legislature's interest in expanding dual enrollment, cleaning up challenges with the Open Door Grant as well as the GATE (Graduation Alternative to Traditional Education) program.

#### **Discussion Items from Commissions, Regions, or Committees**

Steven Crudup, VP for Commissions, reviewed commission activities, and thanked Commission chairs and Dianne Valdivia for assistance through the year. Mr. Wetzel and several Board members thanked Mr. Crudup for his leadership through the year.

Roger Williams, VP for Regions and Chapters, reviewed activities of the regions and chapters, shared dates and new model for upcoming Region conferences, and thanked chapter presidents and Region chairs for their work through the year. Mr. Wetzel and several Board members thanked Mr. Williams for his leadership through the year.

#### **Standing Committees and Special Committees**

Dr. Ross confirmed there were no reports from standing committees.

Mr. Wetzel provided an update on activities of the Retirees Committee, highlighting the painting social event at the Annual Meeting. Wanda Curtiss thanked the Board for the support of the Retirees Committee

### **AFC Foundation**

Mr. Carvajal thanked Mr. André Hawkins for his long-term leadership of the AFC Foundation. Mr. Carvajal announced that the officers of the Foundation beginning January 1, 2025 would be: Matt Wetzel, Chair; Matt White, Vice-Chair; and Dr. Chuck Mojock, Treasurer. Dr. Mark Ross will also join the Foundation Board at that time in his role as AFC President.

Mr. Carvajal also noted that the Foundation Board had voted to make a one-time gift of \$250,000 to the association, made possible by the sale of the building.

### **Other Business**

Mr. Wetzel opened the floor for Board members to provide comments for the good of the order.

Rita Brown provided an update on the work of the Awards Committee, including a review of the number of applications submitted for the awards to be presented at the Leadership Summit in January.

Dr. Germany Dixon thanked the organization for worked done on the Safety and Resilience Summit and looked forward to continuing to expand the joint effort.

### **Adjourn**

There being no further business, a **motion was made, seconded, and approved to adjourn.** The meeting adjourned at 4:28 PM ET.

Prepared and respectfully submitted by Tony Carvajal, Executive Director/CEO

**DRAFT until approved**

**ASSOCIATION OF FLORIDA COLLEGES BOARD OF DIRECTORS**  
**Meeting Minutes**  
**November 4, 2024 -- Hilton Orlando and Zoom**

**Call To Order**

President Matt Wetzel called the AFC Board of Directors meeting to order at 3:02 p.m. ET.

**Roll Call and Quorum Check** *(15 board members required for quorum)*

Present:

Matt Wetzel, President	April Leake
Mark Ross, President- Elect	Alwyn Leiba
Steven Crudup, VP Commissions	Dana Livesay
Roger Williams, VP Regions & Chapters	Georgia Lorenz
Dianne Valdivia, VP-Elect Commissions	Sandy Martin
Rory Wells, VP-Elect Regions & Chapters	Patricia McGee
Gabi Booth	Bill Mallowney
Rita Brown	Rachel Pulliam
Domingo Castillo	Paris Sepulveda-Smith
Wanda Curtiss	Brittany Weisensale
Germany Dixon	Sharon Walker
Andre Hawkins	Matthew White

Staff: Tony Carvajal, Executive Director/CEO, and Gregory Williams.

**A quorum was present.**

**Consent Agenda**

**A motion was made, seconded, and approved to accept the Consent Agenda as presented.**

**President's Report**

Matt Wetzel thanked Board members and guests for participating in the 75<sup>th</sup> annual meeting of AFC. Mr. Wetzel provided an update on the townhall calls and reminded participants that the work supporting the "Reimagining Initiative" would be voted on at the Assembly of Delegates.

**Executive Director/CEO Report**

Tony Carvajal provided an overview of the Balance Sheet and Statement of Financial Position as of June 30, 2024 (end of 2023-24 fiscal year). Highlights: Cash balance of approximately \$350,000, with portions of that balance restricted as custodial dollars or grant funds. The cash available for operations was approximately \$131,000, which was only about 2.5 months of operations. Accounts receivable totaled approximately \$16,000 due from the AFC Foundation and approximately \$31,000 which would largely be covered from the custodial account activities. Mr. Carvajal noted that the financial statement reflected a Net Revenue of \$609 but that the report was presented on a cash basis and included prepaid dues of approximately \$114,000.

Mr. Carvajal reported an unaudited net operating loss of \$218,000 for fiscal year 2023-2024, emphasizing the decline in membership, building expenses, and adjustments due to accounting

corrections from prior period activities. Mr. Carvajal reviewed the profit and loss performance over the past 20 years, noting that most of those years showed losses, highlighted the importance of updating operations and responding to the continuing decline in membership revenue, and emphasized the critical importance of institutional dues and profitable events to the organization.

Mr. Carvajal provided an overview of the Balance Sheet and Statement of Financial Position as of September 30, 2024 (end of Q1 for 2024-25 fiscal year). Highlights: Cash balance of approximately \$807,000, with portions of that balance restricted as custodial dollars or grant funds. The cash available for operations was approximately \$449,000. Accounts receivable totaled approximately \$20,000 due from the AFC Foundation. Mr. Carvajal noted that the financial statement reflected a YTD net operating revenue of approximately \$696,000, due in large part to institutional dues and revenues from the Annual Meeting.

Mr. Carvajal provided an overview of “10 strategic imperatives” and proposed strategic changes to operations, member services, commissions, and the organization’s events and professional development. He also provided an overview of two budget scenarios for the Board to consider. One was a “Base Operations Budget” model of approximately \$297,500 which did not include institutional dues and would rely on revenue from individual dues and events (annual conference, summit, regional meetings) and would include no staff support, making the organization 100% volunteer-run. The other proposal of approximately \$992,500 was more similar to current operations and included institutional dues revenue and paid staffing.

Mr. Carvajal advised that Thomas Howell Ferguson had been selected to conduct the audit for 2023-24 fiscal year, that the audit was underway, and that there were likely to be a number of notes and adjustments as the organization updated accounting practices, cleaned up bookkeeping between related entities, and implemented new fiscal controls. Mr. Carvajal reported that the audit was NOT expected to identify instances of theft or fraud, except for an instance of phishing related to payroll in December.

**A motion was made, seconded, and approved to accept the Financial Reports report as presented.**

### **Policy and Advocacy Committee**

Dr. Georgia Lorenz provided an update on the State Government Health Insurance approved during the 2024 legislative session and reviewed the timeline for the upcoming legislative session. Dr. Lorenz reported that the primary objective for the 2025 legislative session was to secure new operating and recurring funding for the program fund, as well as support for maintenance and repair and other funds included in the Commissioner’s legislative budget request. Dr. Lorenz advised that The Southern Group was selected as the organization’s lobbyist.

### **Discussion Items from Commissions, Regions, or Committees**

Steven Crudup, VP for Commissions, reviewed commission activities, provided an update on the exemplary practice presentations to be featured during the Annual Meeting, encouraged chapters to submit applications for the Commission of the Year (deadline for submission is November 30) and thanked Commission chairs and Dianne Valdivia for assistance through the year.

Roger Williams, VP for Regions and Chapters, reviewed activities of the regions and chapters, shared dates and new model for upcoming Region conferences, and thanked chapter presidents and Region chairs for their work through the year.

### **Standing Committees and Special Committees**

Dr. Ross confirmed there were no reports from standing committees.

Wanda Curtiss provided an update on activities of the Retirees Committee, including update on a panel and a painting class event included in the Annual Meeting. Ms. Curtiss invited Board members to participate in a December virtual event which would include a game entitled “Holidays Around the World.”

### **AFC Foundation**

Andre Hawkins advised that the AFC Foundation would meet on Tuesday morning. Mr. Hawkins also discussed the sale for the AFC building, encouraged participants to support the silent auction, and thanked the chapters and volunteers that provided items for the silent auction.

### **Other Business**

Mr. Wetzel opened the floor for Board members to provide comments for the good of the order.

### **Adjourn**

There being no further business, a **motion was made, seconded, and approved to adjourn.** The meeting adjourned at 4:48 PM ET.

Prepared and respectfully submitted by Tony Carvajal  
Approved by Board of Directors on December 4, 2024



**Minutes of the Annual Meeting of the Assembly of Delegates  
Association of Florida Colleges (AFC)**

**Wednesday, November 6, 2024 – Hilton Orlando, Orlando**

AFC President Matt Wetzel called the 2024 Annual Meeting of the Assembly of Delegates to order at approximately 9:00 AM ET.

Ninety-one Delegates representing the following colleges were present: Broward, Chipola, Central Florida, Daytona, Eastern State, FSCJ, Gulf Coast, Hillsborough, Miami Dade, Northwest Florida, Palm Beach, Pasco Hernando, Pensacola, Polk, Santa Fe, Seminole, South Florida, St. Johns River, St. Petersburg, and Tallahassee. **A quorum was present.**

President Wetzel welcomed Delegates and attendees to the meeting, provided an overview of the agenda, and reviewed the activities of the Association since the last annual meeting, and advised that the changes to the Articles of Incorporation and Bylaws being proposed at this meeting were the outcome of a broader “Reimagining” exercise and were being recommended for adoption by the AFC Board of Directors.

Executive Director Tony Carvajal provided the annual financial report of the Association as required in the Bylaws. Mr. Carvajal reviewed the Statement of Financial Position (“Balance Sheet”) and noted that the total assets of the Association were approximately \$362,925, with approximately \$133,961 in liabilities and approximately \$609 in net revenue for the fiscal year ending June 30, 2024, as reported on a cash basis. Mr. Carvajal also noted that on an accrual basis, the adjusted net loss for the period was approximately \$218,816 due to an allocation for bad debt from prior periods, largely prior year institutional dues recorded as revenue which were now deemed as uncollectable receivables. Mr. Carvajal also provided a 20-year overview of net revenue (FY 2004/05 to 2023/24), as well as a review of the individual membership revenue from 2015/16 to 2023/24 which reflected a 52% decline in membership revenue over that time. Mr. Carvajal ended his report with a discussion on the “10 strategic imperatives” that formed the basis of his plans for the organization’s turnaround. **A motion was made and seconded to accept the financial report as presented. The motion passed unanimously (91-0).**

President Wetzel and Mr. Bill Mullowney, chair of the AFC Bylaws Committee, provided an overview of the proposed changes to the Articles of Incorporation and Bylaws. Mr. Mullowney noted that the changes to the Articles of Incorporation and Bylaws were being proposed to reflect current operations and increase the Board’s ability to quickly respond to needed changes, clarify the classes of membership, update the leadership model for the organization, and reassign how changes to the operating documents would be made in the future. In particular, Mr. Mullowney highlighted that changes to the Articles would lead to the dissolution of the Assembly of Delegates, with powers being transferred to a newly constructed Board of Directors comprised of four officers elected by the membership of AFC and four presidents appointed by the chair of the Council of Presidents. Mr. Mullowney also noted that items in the Bylaws were being changed to make the language consistent with the changes proposed in the Articles, as well as to move detailed provisions on organizational operations from the Bylaws to standing rules. In response to a question from the audience, President Wetzel and Mr. Mullowney noted that the intent was not to eliminate key components of the operational structure- e.g., Committees, Commissions, Chapters, and Regions – but rather to place the

operational details of these components into the standing rules, which would allow the Board to quickly adapt to operational needs. In response to a question from the audience, President Wetzel noted that while the Assembly of Delegates was being eliminated, the ability for more members to regularly participate in elections and votes related to the future of the organization was being expanded, providing individual members more say in the Association. After additional discussion, **a motion was made and seconded to approve the changes to the Articles of Incorporation and the Bylaws, as presented. By a vote greater than 2/3 of the delegates present and voting (76-14), the motion passed.** President Wetzel thanked the Delegates for their support.

President Wetzel announced that Dr. Mark Ross of Miami Dade College, who was selected as President-Elect at the 2023 annual meeting, would become President of the Association of Florida Colleges effective January 1, 2025.

President Wetzel announced that Dr. Dianne Valdivia of Miami Dade College had been nominated for the position of President-Elect and had duly completed the qualification process to be considered at this time. There were no other nominations submitted prior to the start of the Annual Meeting. President Wetzel asked if there were any nominations from the floor. There being no additional nominations, **a motion was made and seconded to elect Dr. Dianne Valdivia as president elect of AFC, for the term beginning January 1, 2026. The motion passed unanimously (95-0).** President Wetzel noted that Dr. Valdivia had been previously elected to serve as VP-elect (for Commissions) for the coming year, so an election would be conducted to fill the vacant seat. Mr. Wetzel reminded Delegates that Ms. Rory Wells of the College of Central Florida was elected as VP-elect (for Regions and Chapters) for the coming year and would also begin her term as Vice President beginning January 1, 2025.

President Wetzel announced that Ms. Rory Wells of College of Central Florida, who was selected as VP-Elect for Regions and Chapters at the 2023 annual meeting, would become Vice President effective January 1, 2025.

President Wetzel thanked the AFC Board, the Regions and Chapters, Commission and Committee Chairs, and the membership for their ongoing support of the Association of Florida Colleges and the Florida College System.

There being no further business, President Wetzel called for adjournment of the Annual Meeting of the Assembly of Delegates. **A motion was made, seconded, and passed by acclamation to adjourn the Annual Meeting of the Assembly of Delegates.** The meeting adjourned at approximately 9:54 PM ET.

Respectfully Submitted by Tony Carvajal, Executive Director

**ARTICLES OF INCORPORATION OF ASSOCIATION OF FLORIDA COLLEGES, INC.**  
*as amended and approved by AFC Assembly of Delegates on November 6, 2024*  
*(pending change of address)*

ARTICLE I – NAME

The name of this corporation shall be: **Association of Florida Colleges, Inc.** The post office address of said corporation shall be **113 East College Avenue, Tallahassee, Florida 32301.**

ARTICLE II – PURPOSE

The purpose of this Association shall be to promote the development and advancement of Florida public state college education. To this end the Association shall endeavor:

- a. To serve as a comprehensive professional organization for anyone employed by, or associated with, Florida's public state colleges, hereinafter referred to as "College(s)."
- b. To represent the interests of Florida's colleges and all members, and to provide leadership in seeking solutions to matters of college concern.
- c. To work for a continuing cooperative spirit among college trustees, administrators, faculty members and staff.
- d. To provide forums for the purpose of discussing and improving such matters as college educational programs, academic and career post-secondary educational programs, student access and outcomes, curriculum development, innovative and effective administrative and instructional procedures, college budget and financial policies, campus safety and security, facilities planning, and the general professional and college environment.
- e. To play an active role in promoting legislation beneficial to the college system and to disseminate information regarding pertinent legislation.
- f. To facilitate communication, cooperation and articulation among the colleges and with all levels of education in Florida and the nation.
- g. To promote the understanding and support of the mission of the Florida state college system by business and industry; local, regional, and state officials; and the public at large.
- h. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation maybe paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets of the corporation.
- i. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### ARTICLE III - USE OF INCOME

All revenue, income and money received from the conduct of this corporation shall be used for the furtherance of the purposes of this corporation.

### ARTICLE IV – POWERS

This corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and in general to possess all rights, privileges, powers, immunities and benefits granted to corporations of similar character under the laws of the State of Florida.

### ARTICLE V - MEMBERSHIP AND DUES

Eight classes of membership are established: Individual, Contributing, Institutional, Affiliate, Associate, Retired, Life and Honorary. Only individual, contributing and life members have full rights of membership which include voting and holding office.

- a. Individual membership is open to any college employee.
- b. Contributing membership is automatic for any member of a District Board of Trustees whose college holds institutional membership in the Association.
- c. Institutional membership is open to any college in the Florida College System.
- d. Affiliate membership is open to institutions and organizations, including student groups, whose activities are recognized by the Board of Directors as being closely related to and consistent with the functions and purposes of the colleges.
- e. Associate membership is open to individuals whose professional or educational activities are closely related to the functions and purposes of the colleges; to employees or members of Affiliate Member entities, and to any other individuals who, in the opinion of the Board of Directors, exhibit interest in supporting the aims and activities of the Association.
- f. Retired membership is open to any person who has retired from a Florida community college or from the Division of Florida Colleges.
- g. Life membership is available to individual and retired members.
- h. Honorary life membership is conferred by the Board of Directors on persons who have made an outstanding contribution to the colleges and/or the Association.
- i. Any person meeting the requirements listed above, interested in the purposes of this corporation, and willing to uphold its policies and subscribe to its By-Laws may become a member upon the payment of dues as provided by the By-Laws.

### ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

## ARTICLE VII – OFFICERS

The officers of this corporation shall be: President, President-Elect, Immediate Past President, Vice President, and Second Vice President.

- a. The President, President-Elect, Vice President and Second Vice President shall be elected by voting members in a manner described in the By-laws.
- b. The Parliamentarian shall be appointed by the incoming President.
- c. There shall be an Executive Director of the corporation who shall be the chief staff officer and who shall perform such duties as are required by the By-Laws or assigned by the Board of Directors.

## ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this corporation shall be managed and conducted by the Executive Director with the direction and approval of the Board of Directors which shall consist of the President, President-Elect, Vice President, the Immediate Past President and four presidents, or designees, of member institutions appointed by the Chair of the FCS Council of Presidents. The Second Vice President and Executive Director shall be non-voting Ex Officio members of the Board of Directors.

## ARTICLE IX - ANNUAL MEETING

This corporation shall hold its annual meeting at a location in the state of Florida each year.

## ARTICLE X - BY-LAWS

The Board of Directors of this corporation shall have the right to make and adopt such By-Laws as they deem proper and advisable and such By-Laws shall be made, altered or rescinded upon a two-thirds (2/3) vote of the members of the Board of Directors present and voting at a regular or special business meeting called for that purpose.

## ARTICLE XI - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be made, adopted, created, altered, changed or amended by the members of the corporation at any regular or special business meeting called for that purpose provided that proper notice has been given at least thirty (30) days prior to the meeting. All such proposed alterations, changes, and amendments of the Articles of Incorporation must receive the affirmative vote of a majority of the members present and voting at such meeting.

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*Articles of Incorporation filed August 16, 1968*

*Amended April 22, 1974 (completely replaced text)*

*Amended August 18, 1981 (updating Articles I, II, V, VIII, and IX)*

*Amended December 17, 2010 (updating Article 1)*

*Amended November 6, 2024 (updated Article II (clarified purpose), III, V (clarified membership classes and removed Assembly of Delegates), VII (updated list of officers, clarified voting processes would be in By-Laws, and clarified ED reports to Board), VIII (updated Board structure), IX (removed date requirement for annual meeting), X (clarified that Board can amend By-Laws), XI (clarified process for amending Articles))*

*NOTE- Prior to filing the amended articles with the Secretary of State, need to update address in Article I.*

**BYLAWS OF THE ASSOCIATION OF FLORIDA COLLEGES, INC.**  
*as last adopted by AFC Assembly of Delegates on November 6, 2024*

**ARTICLE I: NAME**

The name of this organization shall be the Association of Florida Colleges, Inc., hereinafter referred to as the Association.

**ARTICLE II: MISSION AND GOALS**

The Association of Florida Colleges, Inc. is the professional association of Florida's 28 public member institutions of the Florida College System, their Boards, employees, retirees and associates, and the employees of the Division of Florida Colleges. The purpose of this Association is to promote the development and advancement of Florida public state college education. The mission of the Association is to actively promote, represent, and support members and institutions as they provide their students and the citizens of Florida with a world-class college system.

**SECTION 1 – Value Statement:** The Mission of the Association is driven by the following values:

1. Professional Growth and Development
2. Advocacy
3. Leadership
4. Community
5. Innovation
6. Networking

**SECTION 2 – Goals:** The Association fulfills its mission by accomplishing the following goals:

1. Develop and support professional development, education, and leadership opportunities for the Association's members (Values 1, 2, 3, 5, and 6).
2. Advocate for policies, budgets, and programs beneficial to the college system (Value 2).
3. Communicate public policy and legislative issues and engage in cooperative research activities related to those issues (Values 2, 3).
4. Increase public awareness of the mission, purpose, and accomplishments of the Florida College System (Values 2, 4, 6).
5. Showcase and reward exemplary programs, practices, activities, and individuals (Values 1, 3, 5, 6).
6. Enhance, encourage and facilitate communication, cooperation, professionalism, and camaraderie among individual and institutional Association members (Values 1, 4, 6).
7. Promote membership by providing professional development and services that ensures an active and vital Association (Values 1, 3, 4, 6).
8. Maintain a fiscally sound organization that is efficiently and effectively managed (Value 3).
9. Provide opportunities for, and engage in, services to benefit the external community (Values 1, 3, 4, 6).

**SECTION 3 – Collective Bargaining:** The divergent groups represented by AFC and the legal and professional obligations of these groups mandate that the Association (the state-wide organization, and its board, committees, commissions, regions, local chapters, or other officially designated constituent groups) cannot and will not participate in the name of the Association in collective negotiations as a representative of either management or labor. The Association shall not become involved in any collective bargaining process which would impact directly or indirectly any Florida College System institution or prospective, current and/or former employee. The Association shall not advocate or oppose participation by any group of college employees in collective negotiations with their employer.

### **ARTICLE III: MEMBERSHIP**

**SECTION 1 – Classes:** Eight classes of membership are established—Individual, Institutional, Affiliate, Associate, Retiree, Life, Contributing, and Honorary Life.

1. Individual membership is open to any college employee.
2. Institutional membership is open to any Florida College System institution. A President of an active institutional member shall be granted individual membership status during their term of office with the college to the extent the President’s college maintains its institutional membership in the Association.
3. Affiliate membership is open to institutions and organizations whose activities are recognized by the Board of Directors as being closely related to and consistent with the functions and purposes of the colleges.
4. Associate membership is open to individuals whose professional or educational activities are closely related to the functions and purposes of the colleges; to employees or members of Affiliate Member entities, and to any individual who, in the opinion of the Board of Directors, exhibits interest in supporting the aims and activities of the Association.
5. Retiree membership is open to any person who has retired from a Florida College System institution, or the Division of Florida Colleges.
6. Life membership is available to individual and retiree members.
7. Contributing membership is conferred automatically to any member of a District Board of Trustees whose college holds institutional membership in the Association.
8. Honorary Life membership is conferred on those persons who, in the opinion of the Board of Directors, have made an outstanding contribution to the colleges and/or the Association. Recipients for Honorary Life memberships are recommended by the Awards Committee.

**SECTION 2 – Rights:** Only Individual, Contributing (Trustees only), and Life members have full rights of membership which include voting and holding office.

**SECTION 3 – Prohibitions:** No Association member shall have more than one vote within the State Board of Directors, within a Committee, or within a Commission or other sub-element of the Association.



**SECTION 4 -- Open Membership:** Membership in the Association is open to all qualified individuals who fall in any class of membership without regard to race, color, religion, gender, sexual orientation, age, disability, or national origin.

**ARTICLE IV: OFFICERS**

**SECTION 1 – Officers:** The officers of the Association shall be members of the Association and shall be classified as elected or appointed.

1. Elected Officers. The elected officers shall be the President, President-Elect, Immediate Past President, the Vice President for Commissions, and the Vice President for Regions and Chapters.
2. Appointed Officer. The appointed officer shall be the Parliamentarian.

**SECTION 2 – Duties of the Officers**

1. President. The President shall preside at meetings of the Board of Directors and the Association. The President may authorize the expenditure and payment of AFC funds on an emergency basis which have not been accounted for in the approved budget of the Association. In accordance with policies and procedures adopted by the Board of Directors, the President shall perform such other duties as prescribed in Standing Rules.
2. President-Elect. The President-Elect shall perform the duties of the President during the President’s absence and perform such other duties as prescribed in Standing Rules. The President-Elect will assume the office of President at the end of his or her term as President-Elect.
3. Immediate Past President. The Immediate Past President shall perform such duties as prescribed in Standing Rules.
4. Vice Presidents. The Vice President for Commissions (VP) and the Vice President for Regions and Chapters (Second VP) shall perform such duties as prescribed in Standing Rules.
5. The Parliamentarian shall be appointed by the incoming President. The Parliamentarian shall perform such duties as prescribed in Standing Rules.

**SECTION 3 – Term and Vacancy**

1. In case of a vacancy in the office of President, the Immediate Past-President shall assume the responsibilities of the office until the end of the term. If the Immediate Past President is unable to assume the duties, the current President-elect shall complete the term.
2. In case of a vacancy in any elected office other than President, the Board may:
  - a. Conduct a special election within 45 days of the vacancy if feasible, or:
  - b. If a special election cannot be conducted, the Board shall approve a replacement upon the recommendation of the Nominations Committee.
3. The elected and appointed officers shall assume office on January 1 and serve until December 31<sup>st</sup> of that year.

#### **SECTION 4: Election of Executive Officers**

1. The executive officers of the Association shall be elected by a vote of the eligible membership. For the purpose of electing executive officers, a quorum of the eligible membership is not established or required.
2. All eligible members who have paid their dues in full or in part through payroll deduction and are otherwise in good standing as of seven (7) calendar days before the commencement of the voting period shall be eligible to vote.
3. The Chief Executive Officer or designee shall determine the voting eligibility of each member and shall notify each member of his/her eligibility to vote prior to the start of the voting period.
4. A voting period of not less than fourteen (14) calendar days or more than thirty (30) calendar days shall be designated annually by the Chief Executive Officer in consultation with the Board of Directors. The designated voting period shall end no later than the day before the annual business meeting.
5. Voting may be conducted using web-based technology or systems, or other balloting system as determined by the Chief Executive Officer. Votes cast shall be verified and securely stored for a reasonable period by the Association or its designated elections services provider.
6. The Association or its designated election services provider shall record and count the votes. No ballots other than the official Association ballots and no write-in candidate votes will be counted. The number of votes cast for individual candidates shall remain secure and confidential until such time as the election results are transmitted to the Chief Executive Officer at the conclusion of the voting period. Any irregularities, questions, or concerns arising from the receipt of any ballot or vote identified by the Association or its designated election services provider shall be promptly referred to the Nominations Committee for resolution consistent with Association bylaws, policies, and procedures.
7. Candidates for executive office who receive a majority of the votes cast for their respective office shall be considered duly elected. A tie in the vote count for any executive office shall be resolved by a coin toss between the two tied candidates, or the drawing of a name in the case of three or more tied candidates, to be conducted by the Chief Executive Officer and the Chair of the Nominations Committee, in the presence of the affected candidates when possible, before the commencement of the Annual Business Meeting.
8. Newly elected officers shall be announced no later than the conclusion of the Association annual conference.

#### **SECTION 5: Chief Executive Officer**

1. The Board of Directors may appoint a Chief Executive Officer. The terms of appointment, including salary and other benefits of the Chief Executive Officer, shall be as determined by the Board of Directors. The Chief Executive Officer shall be an ex officio non-voting member of the Association Board of Directors and every Board and Association committee, commission, region, and chapter.
2. The Chief Executive Officer shall be responsible for the administration and operation of the

Association. He/She may attend all meetings, shall serve as ex-officio secretary of the Board of Directors. He/She shall perform other duties as assigned by the Board of Directors, and/or as set forth in the Bylaws, Standing Rules, and contract of employment.

#### **ARTICLE V: BOARD OF DIRECTORS**

**SECTION 1 – Voting Members:** The voting members of the Board of Directors shall be the President, President-Elect, Immediate Past President, and the Vice President of Commissions, and four members of the Florida College System Council of Presidents (or designees), as appointed to the Board of Directors by the Chair of the Council of Presidents.

**SECTION 2 – Ex-Officio Members:** Non-voting, ex-officio members of the Board of Directors shall be the Chief Executive Officer of the Association, the Vice President for Regions and Chapters, and the Parliamentarian.

**SECTION 3 – Duties:** The duties of the Board of Directors shall include those required or prescribed by statute, as well as to adopt the policies of the Association, represent the interest of the colleges and membership at large, approve an annual operating budget for the Association as well as any subsequent budgetary amendments which it deems necessary. Additional duties and responsibilities shall be prescribed in Standing Rules.

**SECTION 4 – Meetings:** Meetings of the Board of Directors are open to all members of the Association. The number of regular meetings to be held by the Board of Directors shall be determined at the beginning of the calendar year. The Association President designates the dates and sites for said meetings.

**SECTION 5 – Special Meetings:** Special meetings of the Board of Directors may be called by the President or a majority of voting members of the Board of Directors. Notice of such meetings shall be published on the Association website and given no less than three (3) working days prior to the meeting with such notice providing the meeting modality and the reason for the meeting.

**SECTION 6 – Telephone/Electronic Meetings:** For the purpose of business necessity, financial exigency, and/or administrative convenience, meetings of the Board of Directors, including without limitation special meetings, as provided for herein may be held using telephonic and/or electronic methods. The technology used for the telephone and/or electronic meetings shall allow the members full access to and full participation in all meetings.

**SECTION 7 – Quorum:** Unless otherwise specified in this section, a majority of the voting members of the Board of Directors shall constitute a quorum.

#### **ARTICLE VI: COMMITTEES**

**SECTION 1 – Standing Committees:** The following Standing Committees are established. The method of appointment, composition, and duties are prescribed in Standing Rules.

1. Bylaws Committee
2. Finance and Human Resources Committee
3. Policy and Advocacy Committee
4. Nominations Committee
5. Awards Committee

**SECTION 2 – Special Committees:** Ad hoc committees may be appointed by the President or the Board of Directors, as needed.

#### **ARTICLE VII: COMMISSIONS**

Members of the Association may choose to affiliate with one or more commissions. Commissions provide an opportunity for members with similar job responsibilities or interests to enhance their professional skills and knowledge and to network, share, and recognize exemplary practices with colleagues from around the state. Each commission shall support the overall mission and purposes of the Association. The composition, activities, and duties are prescribed in Standing Rules.

#### **ARTICLE VIII: CHAPTERS**

All AFC members at a Florida College System institution (FCS) or the Division of Florida Colleges (DFC) may organize a chapter of the Association, as described in Standing Rules. There shall be only one chapter per college and one chapter for the DFC. Each chapter shall adopt a set of operational standards, based on a template supplied by the Association, which shall describe the chapter's organizational structure, authorities, limits, and procedures. These Bylaws shall be filed at the Association office in Tallahassee.

#### **ARTICLE IX: REGIONS**

The State of Florida shall be geographically subdivided into five AFC regions as listed below. The purpose and coordination of regions are prescribed in Standing Rules.

**SECTION 1 – Region I:** Chipola College, Gulf Coast State College, Northwest Florida State College, Pensacola State College, Tallahassee State College, and the Division of Florida Colleges.

**SECTION 2 – Region II:** Florida Gateway College, Florida State College at Jacksonville, North Florida College, St. Johns River State College, and Santa Fe College.

**SECTION 3 – Region III:** College of Central Florida, Daytona State College, Eastern Florida State College, Lake-Sumter State College, Seminole State College of Florida, and Valencia College.

**SECTION 4 – Region IV:** Florida SouthWestern State College, Hillsborough Community College, State College of Florida, Manatee-Sarasota, Pasco-Hernando State College, Polk State College, St. Petersburg College, and South Florida State College.

**SECTION 5 – Region V:** Broward College, College of the Florida Keys, Indian River State College, Miami Dade College, and Palm Beach State College.

**ARTICLE X: AMENDMENTS**

The Board of Directors of this corporation shall have the right to make and adopt such By-Laws as they deem proper and advisable and such By-Laws shall be made, altered, or rescinded upon a two-thirds (2/3) vote of the members of the Board of Directors present and voting at a regular or special business meeting called for that purpose.

**ARTICLE XI: PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

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<i>Revised 11/96</i>	<i>Revised 10/01</i>	<i>Revised 11/11</i>	<i>Revised 11/17</i>
<i>Revised 11/97</i>	<i>Revised 10/03</i>	<i>Revised 11/12</i>	<i>Revised 11/19</i>
<i>Revised 11/98</i>	<i>Revised 11/07</i>	<i>Revised 11/13</i>	<i>Revised 11/21</i>
<i>Revised 11/99</i>	<i>Revised 11/08</i>	<i>Revised 11/14</i>	<i>Revised 11/24</i>
<i>Scribner’s 12/99</i>	<i>Revised 11/09</i>	<i>Revised 11/15</i>	
<i>Revised 11/00</i>	<i>Revised 11/10</i>	<i>Revised 11/16</i>	

## Summary of Items Included in Prior Standing Rules

*Last published in 2022 Leadership Manual\**

### Duties of the Board of Directors

Expectations for AFC Executive Officers  
Executive Officer Code of Conduct

Parliamentarian  
*Election & Suspension of Rules*

### Elections and Voting Procedures

Vacancies in State-Wide Offices  
Nominating Committee  
Guidelines for Candidate Eligibility

Certification of Eligible Voters  
Campaign Guidelines

### The Association

Headquarters  
*Chief Executive Officer*  
Attorney  
Tax Status  
*Financial Reporting and Annual Audit*  
Budget

Waiver of Fees  
Contracts  
Annual Business Meeting  
Guidelines/Procedures for Awards  
Publications

### Committees

Standing Committees  
Special Committees

Councils and Affiliate Groups  
AFC Past Presidents Council (PPC)

### Commissions

*Purpose and Responsibilities*  
New Commission Approval

Bylaws  
*Financial Accounts*

### Regions

*Purpose and Responsibilities*  
Region Directors

*Fiscal Activities*

### Chapters

*Purpose and Responsibilities*  
Officers

*Financial Accounts*  
Representatives

\*NOTE: The Standing Rules were suspended at Board of Directors Meeting of 8.12.2024, pending final vote on amendments to Articles of Incorporation and Bylaws at Assembly of Delegates meeting, scheduled for November 6, 2024

**Table of Contents of Policies & Procedures Manual, v 6/1/22**  
*(No record that document was adopted by Board)*

The Association of Florida Colleges	Personnel Policies
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Mission, Values, and Strategic Goals	Affirmative Action Statement
Mission Statement	ADA Compliance
Values	Sexual Harassment
Strategic Goals	Drug-Free Workplace
Association of Florida Colleges Organizational Structure	Criminal Acts Against the AFC
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Chain of Command	Job Descriptions
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Document Retention and Destruction Policy	Administrative Leave
Use of Facilities and Equipment	Family Leave
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CEO Signing Authority Policy Statement	Workers Compensation
Staff Pay Raises	Paid Holidays
Staff Bonuses	AFC Employee Retirement Plan
Work Hours and Hours of Operation	Religious Holidays
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	Life Insurance
	Policy on the Process for Determining Compensation

**ASSOCIATION OF FLORIDA COLLEGES**

**Statement of Financial Position**

**As of January 31, 2025**

	As of Jan 31, 2025	As of Jan 31, 2024	Change
<b>ASSETS</b>			
<b>Current Assets</b>			
<b>Bank Accounts</b>			
Councils- Money Market	48,970.29	50,276.44	-1,306.15
FCRAO- Checking Account			
Synovus- FCRD Account	33,132.25		33,132.25
Synovus- Money Market	16,727.88	138,981.77	-122,253.89
Synovus- Operating Checking Acct	122,769.73	134,459.80	-11,690.07
Synovus- Savings Account	319,174.20	45,499.16	273,675.04
<b>Total Bank Accounts</b>	\$ 540,774.35	\$ 369,217.17	\$ 171,557.18
<b>Accounts Receivable</b>			
Accounts Receivable	172,435.72	126,503.31	45,932.41
<b>Total Accounts Receivable</b>	\$ 172,435.72	\$ 126,503.31	\$ 45,932.41
<b>Other Current Assets</b>			
Undeposited Funds	0.00	0.00	0.00
<b>Total Other Current Assets</b>	\$ 0.00	\$ 0.00	\$ 0.00
<b>Total Current Assets</b>	\$ 713,210.07	\$ 495,720.48	\$ 217,489.59
<b>Fixed Assets</b>			
Accumulated Depreciation	-295,470.00	-295,470.00	0.00
PPE-Personal Property Equipment	307,489.00	307,489.00	0.00
<b>Total Fixed Assets</b>	\$ 12,019.00	\$ 12,019.00	\$ 0.00
<b>Other Assets</b>			
Prepaid Expenses	0.00	0.00	0.00
<b>Total Other Assets</b>	\$ 0.00	\$ 0.00	\$ 0.00
<b>TOTAL ASSETS</b>	\$ 725,229.07	\$ 507,739.48	\$ 217,489.59
<b>LIABILITIES AND NET ASSETS</b>			
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Accounts Payable			
Accounts Payable	0.00	614.85	-614.85
<b>Total Accounts Payable</b>	\$ 0.00	\$ 614.85	-\$ 614.85
Credit Cards			
BoA CC	-5,051.10	5,666.82	-10,717.92
<b>Total Credit Cards</b>	-\$ 5,051.10	\$ 5,666.82	-\$ 10,717.92
Other Current Liabilities			
2000 Councils Liability Account	0.00	0.00	0.00
2620 Council of Instructional Affairs (CIA)	19,388.08	14,787.55	4,600.53
2630 Council of Student Affairs (CSA)	12,185.67	8,595.07	3,590.60
2640 Council on Workforce Educ (CWE)	-1,783.56	513.62	-2,297.18



<b>2650 FL Cncl Regis &amp; Admn Offic (FCRAO)</b>	36,737.98	29,072.48	7,665.50
<b>Total 2000 Councils Liability Account</b>	<b>\$ 66,528.17</b>	<b>\$ 52,968.72</b>	<b>\$ 13,559.45</b>
<b>2660 FCRD Liability Account</b>	18,751.23		18,751.23
<b>Deferred Revenue</b>	0.00	0.00	0.00
<b>Deposit Payable</b>	0.00	0.00	0.00
<b>Direct Deposit Payable</b>	0.00	0.00	0.00
<b>Foundation Related Activities</b>	-19,919.39	-2,714.35	-17,205.04
<b>Payroll Liabilities</b>	-5,868.10	-4,316.86	-1,551.24
<b>AFLAC Hosp Confin Pre-Tax</b>	343.46	-16.51	359.97
<b>AFLAC Insurance Payable</b>	-952.47	-435.39	-517.08
<b>AFLAC Specified Health Event PT</b>	478.32	23.71	454.61
<b>AFLAC- Cancer Policy Em Pd</b>	1,617.94	320.52	1,297.42
<b>AFLAC-Accident Insurance</b>	530.18	-30.51	560.69
<b>AFLAC-Rider Plus</b>	-2.09	-2.09	0.00
<b>AFLAC-Short Term Disability</b>	-39.74	-39.74	0.00
<b>Allowances</b>	-532.35	-532.35	0.00
<b>Colonial Life Insurance Payable</b>	-818.77	-818.77	0.00
<b>Dental Insurance</b>	758.16	456.83	301.33
<b>Federal Taxes (941/944)</b>	205.74	7,410.49	-7,204.75
<b>Federal Unemployment (940)</b>	-178.94	-178.94	0.00
<b>FL Unemployment Tax</b>	73.51	423.85	-350.34
<b>Health Insurance</b>	0.00	0.00	0.00
<b>MI Income Tax</b>	0.00	0.00	0.00
<b>MI Local Tax</b>	0.00	0.00	0.00
<b>Retirement Loan Repayment</b>	5,400.00	4,050.00	1,350.00
<b>Total Payroll Liabilities</b>	<b>\$ 1,014.85</b>	<b>\$ 6,314.24</b>	<b>-\$ 5,299.39</b>
<b>Retirement Employee Contributio</b>	0.00	0.00	0.00
<b>Sales Tax-Tenants</b>	0.00	25.59	-25.59
<b>Sweep Account Debits/Credits</b>	0.00	0.00	0.00
<b>Total Other Current Liabilities</b>	<b>\$ 66,374.86</b>	<b>\$ 56,594.20</b>	<b>\$ 9,780.66</b>
<b>Total Current Liabilities</b>	<b>\$ 61,323.76</b>	<b>\$ 62,875.87</b>	<b>-\$ 1,552.11</b>
<b>Long-Term Liabilities</b>			
<b>Accrued Leave LT</b>	17,009.62	28,489.93	-11,480.31
<b>Total Long-Term Liabilities</b>	<b>\$ 17,009.62</b>	<b>\$ 28,489.93</b>	<b>-\$ 11,480.31</b>
<b>Total Liabilities</b>	<b>\$ 78,333.38</b>	<b>\$ 91,365.80</b>	<b>-\$ 13,032.42</b>
<b>Net Assets</b>			
<b>Opening Bal Equity</b>	0.00	0.00	0.00
<b>Unrestricted Net Assets</b>	267,919.61	486,736.32	-218,816.71
<b>Net Revenue</b>	378,976.08	-70,362.64	449,338.72
<b>Total Net Assets</b>	<b>\$ 646,895.69</b>	<b>\$ 416,373.68</b>	<b>\$ 230,522.01</b>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>\$ 725,229.07</b>	<b>\$ 507,739.48</b>	<b>\$ 217,489.59</b>

**ASSOCIATION OF FLORIDA COLLEGES**

**Statement of Activity**

**July 1, 2024 - January 31, 2025**

		Jul 2024-Jan 2025	Jul 2023-Jan 2024	Change
1	<b>Revenue</b>			
2	<b>4100 Training and Events</b>			0.00
3	<b>4110 Annual Conference</b>	1,134.00		1,134.00
4	<b>4111 Event Registration Revenue</b>	9,325.00		9,325.00
5	<b>4112 Sponsorships &amp; Exhibitors</b>	28,350.00		28,350.00
6	<b>Total 4110 Annual Conference</b>	<b>38,809.00</b>	<b>0.00</b>	<b>38,809.00</b>
7	<b>4120 Professional Development &amp; Symposiums Revenue</b>	526.00		526.00
8	<b>4121 Registration</b>	82.23		82.23
9	<b>Total 4120 Professional Development &amp; Symposiums Revenue</b>	<b>608.23</b>	<b>0.00</b>	<b>608.23</b>
10	<b>4140 Regions &amp; Chapters - Revenue</b>	200.00		200.00
11	<b>4150 Learning Communities &amp; Commissions</b>			0.00
12	<b>4154 Other Revenue/Reimbursement</b>	5,610.00		5,610.00
13	<b>Total 4150 Learning Communities &amp; Commissions</b>	<b>5,610.00</b>	<b>0.00</b>	<b>5,610.00</b>
14	<b>Total 4100 Training and Events</b>	<b>45,227.23</b>	<b>0.00</b>	<b>45,227.23</b>
15	<b>4200 Leadership and Certificate Programs</b>			0.00
16	<b>4210 Certified College Professional</b>		800.00	(800.00)
17	<b>Total 4200 Leadership and Certificate Programs</b>	<b>0.00</b>	<b>800.00</b>	<b>(800.00)</b>
18	<b>4400 COP and Council Related Activities</b>			0.00
19	<b>4410 COP Events</b>	16,813.43	454.92	16,358.51
20	<b>4420 Joint Councils</b>	15,053.01		15,053.01
21	<b>Total 4400 COP and Council Related Activities</b>	<b>31,866.44</b>	<b>454.92</b>	<b>31,411.52</b>
22	<b>4500 Foundation Related Activities Revenue</b>			0.00
23	<b>4501 General Support</b>	250,000.00		250,000.00
24	<b>Total 4500 Foundation Related Activities Revenue</b>	<b>250,000.00</b>	<b>0.00</b>	<b>250,000.00</b>
25	<b>4600 Research and Grants</b>			0.00
26	<b>4603 Research Revenue</b>	179,193.00		179,193.00
27	<b>Total 4600 Research and Grants</b>	<b>179,193.00</b>	<b>0.00</b>	<b>179,193.00</b>
28	<b>4700 Communications and Marketing Activities</b>	660.00		660.00

29	<b>4710 Building &amp; Leases</b>			0.00
30	<b>4711 Rental Income-Building</b>		30,523.75	(30,523.75)
31	<b>Total 4710 Building &amp; Leases</b>	<b>0.00</b>	<b>30,523.75</b>	<b>(30,523.75)</b>
32	<b>4900 Miscellaneous Income</b>			0.00
33	<b>4901 Interest Income</b>	47.98	54.33	(6.35)
34	<b>4902 Miscellaneous Income</b>	1,404.28	1,000.00	404.28
35	<b>4904 Refunds/Allowances</b>	1,085.98	800.00	285.98
36	<b>Total 4900 Miscellaneous Income</b>	<b>2,538.24</b>	<b>1,854.33</b>	<b>683.91</b>
37	<b>Dues</b>			0.00
38	<b>4000 Individual Dues</b>	1,404.52		1,404.52
39	<b>4001 Individual</b>	74,809.44	82,650.47	(7,841.03)
40	<b>Total 4000 Individual Dues</b>	<b>76,213.96</b>	<b>82,650.47</b>	<b>(6,436.51)</b>
41	<b>4010 Institutional Memberships</b>	680,600.00	680,600.00	0.00
42	<b>4011 Institutional Dues - Temporarily Restricted</b>	21,609.24		21,609.24
43	<b>Total 4010 Institutional Memberships</b>	<b>702,209.24</b>	<b>680,600.00</b>	<b>21,609.24</b>
44	<b>Total Dues</b>	<b>778,423.20</b>	<b>763,250.47</b>	<b>15,172.73</b>
45	<b>Revenue</b>			0.00
46	<b>4013 Affiliate Membership (deleted)</b>		1,000.00	(1,000.00)
47	<b>4021 Leadership Workshop reg. (deleted)</b>		1,295.00	(1,295.00)
48	<b>4023 Campus Safety Symposium (deleted)</b>		3,385.87	(3,385.87)
49	<b>4024 Commission &amp; Councils Cust Acct (deleted)</b>		(28,070.38)	28,070.38
50	<b>4025 Annual Conference Reg. (deleted)</b>		52,372.73	(52,372.73)
51	<b>4026 Annual Conference- Exhib./Spon. (deleted)</b>	0.00	36,113.52	(36,113.52)
52	<b>4028 Trustee Legislative Conf Reg. (deleted)</b>		318.00	(318.00)
53	<b>4035 Service Project Donations (deleted)</b>		50.00	(50.00)
54	<b>4041 Re-imb FCSAA Telephone (deleted)</b>		125.52	(125.52)
55	<b>4049 Other Reimbursements (deleted)</b>		310.80	(310.80)
56	<b>4059 Credits (deleted)</b>		382.18	(382.18)
57	<b>4072 Alumni Awards (deleted)</b>		1,250.00	(1,250.00)
58	<b>Total Revenue</b>	<b>0.00</b>	<b>68,533.24</b>	<b>(68,533.24)</b>
59	<b>Services</b>	12,000.00		12,000.00
60	<b>Total Revenue</b>	<b>1,299,908.11</b>	<b>865,416.71</b>	<b>434,491.40</b>
61	<b>Gross Profit</b>	<b>1,299,908.11</b>	<b>865,416.71</b>	<b>434,491.40</b>
62				
63	<b>Expenditures</b>			
64	<b>5000 Membership Recruitment &amp; Retention</b>			0.00
65	<b>5004 Membership Database/Lists</b>	4,392.93		4,392.93

66	<b>5006 Recruitment Travel &amp; Related Expenses</b>	130.28		130.28
67	<b>Total 5000 Membership Recruitment &amp; Retention</b>	<b>4,523.21</b>	<b>0.00</b>	<b>4,523.21</b>
68	<b>5100 Training &amp; Events</b>			0.00
69	<b>5110 Annual Conference</b>			0.00
70	<b>5112 Sponsor or Exhibitor Related Expenses</b>		1,550.00	(1,550.00)
71	<b>5113 AV</b>	76,132.32	32,224.25	43,908.07
72	<b>5114 Food &amp; Beverage</b>	143,680.14		143,680.14
73	<b>5115 Speaker Fees, Travel &amp; Expenses</b>	5,309.79		5,309.79
74	<b>5116 Staff Travel &amp; Expenses</b>	5,377.67		5,377.67
75	<b>5117 Other Hotel/Lodging Expenses</b>	30,574.55		30,574.55
76	<b>5119 Marketing &amp; Promotion</b>	6,178.85		6,178.85
77	<b>5120 Printing &amp; Signage</b>	397.11		397.11
78	<b>5122 Awards and Recognitions</b>	3,236.54	7,250.38	(4,013.84)
79	<b>5127 Supplies</b>	3,557.45		3,557.45
80	<b>5129 Exemplary Practice Matching Fd</b>		1,425.00	(1,425.00)
81	<b>5130 LeRoy Collins Awards Expenses</b>		3,089.13	(3,089.13)
82	<b>5131 Contracted Services - Meeting Planner/Other</b>	5,894.00	2,617.84	3,276.16
83	<b>Total 5110 Annual Conference</b>	<b>280,338.42</b>	<b>48,156.60</b>	<b>232,181.82</b>
84	<b>5200 Professional Development &amp; Symposiums Expenses</b>			0.00
85	<b>5204 Food &amp; Beverage</b>	1,633.27		1,633.27
86	<b>5206 Staff Travel &amp; Expenses</b>	39.92		39.92
87	<b>5211 Awards and Recognitions</b>	1,000.00		1,000.00
88	<b>Total 5200 Professional Development &amp; Symposiums Expenses</b>	<b>2,673.19</b>	<b>0.00</b>	<b>2,673.19</b>
89	<b>5300 Webinars</b>			0.00
90	<b>5305 Marketing &amp; Promotion</b>	39.93		39.93
91	<b>Total 5300 Webinars</b>	<b>39.93</b>	<b>0.00</b>	<b>39.93</b>
92	<b>5400 Regions &amp; Chapters - Expenses</b>			0.00
93	<b>5404 Food &amp; Beverage</b>	190.00		190.00
94	<b>5406 Staff Travel &amp; Expenses</b>	337.42		337.42
95	<b>5414 Other Expenses</b>	40.00		40.00
96	<b>Total 5400 Regions &amp; Chapters - Expenses</b>	<b>567.42</b>	<b>0.00</b>	<b>567.42</b>
97	<b>5500 Learning Communities &amp; Commissions</b>	0.00		0.00
98	<b>5503 Food &amp; Beverage</b>	2,581.17		2,581.17
99	<b>5512 Supplies</b>	139.64		139.64
100	<b>5513 Other Expenses</b>	1,000.00		1,000.00

101	<b>Total 5500 Learning Communities &amp; Commissions</b>	<b>3,720.81</b>	<b>0.00</b>	<b>3,720.81</b>
102	<b>8500 Legislative Fly In</b>			0.00
103	<b>8508 Printing &amp; Signage</b>	524.14		524.14
104	<b>Total 8500 Legislative Fly In</b>	<b>524.14</b>	<b>0.00</b>	<b>524.14</b>
105	<b>Total 5100 Training &amp; Events</b>	<b>287,863.91</b>	<b>48,156.60</b>	<b>239,707.31</b>
106	<b>5600 Leadership &amp; Certificate Programs</b>			0.00
107	<b>5601 Certified College Professional</b>		3,804.52	(3,804.52)
108	<b>5602 FCPC Expenses</b>	12.50		12.50
109	<b>Total 5601 Certified College Professional</b>	<b>12.50</b>	<b>3,804.52</b>	<b>(3,792.02)</b>
110	<b>Total 5600 Leadership &amp; Certificate Programs</b>	<b>12.50</b>	<b>3,804.52</b>	<b>(3,792.02)</b>
111	<b>5700 Communications &amp; Marketing Activities</b>			0.00
112	<b>5702 Website &amp; App Related Expenses</b>	5,539.09		5,539.09
113	<b>5704 Advertising &amp; Branding Activities</b>		155.68	(155.68)
114	<b>5705 Media &amp; PR Activity</b>	817.88		817.88
115	<b>5707 Contracted Services</b>	12,985.00		12,985.00
116	<b>5708 Other Expenses</b>	200.00		200.00
117	<b>Total 5700 Communications &amp; Marketing Activities</b>	<b>19,541.97</b>	<b>155.68</b>	<b>19,386.29</b>
118	<b>5905 Payroll Expenses-1 (deleted)</b>			0.00
119	<b>5964 Taxes (deleted)</b>	0.00	15,712.37	(15,712.37)
120	<b>Total 5905 Payroll Expenses-1 (deleted)</b>	<b>0.00</b>	<b>15,712.37</b>	<b>(15,712.37)</b>
121	<b>6000 Board &amp; Leadership Related Expenses</b>			0.00
122	<b>6010 President - Travel &amp; Related Expenses</b>	265.72	5,664.89	(5,399.17)
123	<b>6050 Board, Exec Comm, &amp; Committee Meetings</b>			0.00
124	<b>6053 Food &amp; Beverage</b>	8,723.06		8,723.06
125	<b>Total 6050 Board, Exec Comm, &amp; Committee Meetings</b>	<b>8,723.06</b>	<b>0.00</b>	<b>8,723.06</b>
126	<b>6100 Leadership Retreat</b>			0.00
127	<b>6104 Staff Travel &amp; Expenses</b>	602.60	12,705.12	(12,102.52)
128	<b>Total 6100 Leadership Retreat</b>	<b>602.60</b>	<b>12,705.12</b>	<b>(12,102.52)</b>
129	<b>6200 Regions &amp; Chapters expenses (non-event related)</b>			0.00
130	<b>6203 Travel &amp; Related Expenses</b>	827.79		827.79
131	<b>Total 6200 Regions &amp; Chapters expenses (non-event related)</b>	<b>827.79</b>	<b>0.00</b>	<b>827.79</b>
132	<b>Total 6000 Board &amp; Leadership Related Expenses</b>	<b>10,419.17</b>	<b>18,370.01</b>	<b>(7,950.84)</b>

133	<b>6000 Current Expenses (deleted)</b>			0.00
134	<b>6449 Contracted Services- Other (deleted)</b>		7,764.20	(7,764.20)
135	<b>6526 Annual Conference Event and Meeting Expense (deleted)</b>		104,459.96	(104,459.96)
136	<b>6527 Campus Safety Event and Meeting Expense (deleted)</b>	0.00	434.37	(434.37)
137	<b>6528 BOD Meetings Event and Meeting Expense (deleted)</b>		11,765.26	(11,765.26)
138	<b>6963 Melio Service Fees (deleted)</b>		6.68	(6.68)
139	<b>8600 Commission/Region Expenses (deleted)</b>		3,048.80	(3,048.80)
140	<b>Total 6000 Current Expenses (deleted)</b>	<b>0.00</b>	<b>127,479.27</b>	<b>(127,479.27)</b>
141	<b>6300 Commission/Learning Community Expenses</b>	1,250.00		1,250.00
142	<b>6600 Foundation Related Activities Expense</b>			0.00
143	<b>6602 Fundraising Expenses</b>	191.00		191.00
144	<b>Total 6600 Foundation Related Activities Expense</b>	<b>191.00</b>	<b>0.00</b>	<b>191.00</b>
145	<b>6700 Research &amp; Grants</b>			0.00
146	<b>6703 Grant Fulfillment Related Expenses</b>	95,000.00		95,000.00
147	<b>6706 Travel &amp; Related Expenses</b>	4,748.15		4,748.15
148	<b>6708 Other Expenses</b>	5,325.00		5,325.00
149	<b>Total 6703 Grant Fulfillment Related Expenses</b>	<b>105,073.15</b>	<b>0.00</b>	<b>105,073.15</b>
150	<b>Total 6700 Research &amp; Grants</b>	<b>105,073.15</b>	<b>0.00</b>	<b>105,073.15</b>
151	<b>7000 COP &amp; Council Related Activities</b>			0.00
152	<b>7010 COP Meeting Expenses</b>	14,797.98		14,797.98
153	<b>7011 COP Marketing Expenses</b>	88,345.56	69,609.91	18,735.65
154	<b>7012 Staff Travel &amp; Expenses</b>	2,313.97		2,313.97
155	<b>7013 Awards &amp; Recognitions</b>	159.00		159.00
156	<b>7014 Council's Meeting Expenses</b>	3,437.33	10,923.87	(7,486.54)
157	<b>Total 7000 COP &amp; Council Related Activities</b>	<b>109,053.84</b>	<b>80,533.78</b>	<b>28,520.06</b>
158	<b>8000 Advocacy &amp; Representation</b>			0.00
159	<b>8030 Lobbyist Reg Fees</b>	315.00	150.00	165.00
160	<b>8040 Lobbyist Retainer &amp; Expenses</b>	38,080.85	52,500.00	(14,419.15)
161	<b>8050 State Advocacy &amp; Representation Activities</b>	67.06		67.06
162	<b>8060 National Advocacy &amp; Representation Activities</b>	1,235.00		1,235.00
163	<b>8080 Partnership Development</b>	1,273.54		1,273.54
164	<b>8090 Other Advocacy Related Expenses</b>	591.31		591.31
165	<b>Total 8000 Advocacy &amp; Representation</b>	<b>41,562.76</b>	<b>52,650.00</b>	<b>(11,087.24)</b>

166	<b>9000 Office &amp; Overhead Expenses</b>			0.00
167	<b>9001 Professional Fees - Accounting &amp; Bookkeeping</b>	9,650.00	14,158.75	(4,508.75)
168	<b>9002 Professional Fees - Audit</b>		6,000.00	(6,000.00)
169	<b>9003 Professional Fees - Legal</b>		4,097.50	(4,097.50)
170	<b>9004 General Consulting - Other</b>	339.00		339.00
171	<b>9005 Licenses &amp; Fees</b>	5,325.81	15,986.48	(10,660.67)
172	<b>9006 Insurance</b>	8,729.87	374.50	8,355.37
173	<b>9007 Taxes-Property</b>		502.07	(502.07)
174	<b>9020 Building/Office</b>	776.09		776.09
175	<b>9021 Rent &amp; Overhead</b>	396.90		396.90
176	<b>9022 Sales Taxes - On Leases/Other</b>		1,407.16	(1,407.16)
177	<b>9023 Build. Repairs &amp; Maintenance</b>	3,305.00	4,852.37	(1,547.37)
178	<b>Building Materials &amp; Supplies (deleted)</b>		107.97	(107.97)
179	<b>Total 9020 Building/Office</b>	<b>4,477.99</b>	<b>6,367.50</b>	<b>(1,889.51)</b>
180	<b>9030 Utilities</b>	2,172.69	13,386.50	(11,213.81)
181	<b>9050 Parking - Leased Spaces</b>	65.90		65.90
182	<b>9060 Janitorial Services</b>	1,520.00	1,080.00	440.00
183	<b>9080 Office Equipment</b>	4,557.32	1,010.09	3,547.23
184	<b>9090 Office Technology</b>	2,749.19	11,257.90	(8,508.71)
185	<b>9091 Software</b>	3,840.56		3,840.56
186	<b>9092 Hardware</b>	2,844.35		2,844.35
187	<b>Total 9090 Office Technology</b>	<b>9,434.10</b>	<b>11,257.90</b>	<b>(1,823.80)</b>
188	<b>9100 Maintenance Contracts</b>		860.23	(860.23)
189	<b>9110 Telephone</b>	1,436.13	2,440.47	(1,004.34)
190	<b>9111 Phones &amp; Service</b>	1,125.72		1,125.72
191	<b>Total 9110 Telephone</b>	<b>2,561.85</b>	<b>2,440.47</b>	<b>121.38</b>
192	<b>9120 Printing</b>	1,483.64	2,515.08	(1,031.44)
193	<b>9130 Postage and Shipping</b>	593.22	614.78	(21.56)
194	<b>9140 Memberships &amp; Subscriptions</b>	1,236.70	4.00	1,232.70
195	<b>9150 Staff Development</b>	(247.55)	2,200.00	(2,447.55)
196	<b>9160 Office Supplies</b>	2,548.32	1,991.75	556.57
197	<b>9180 Gifts, Flowers, Etc.</b>	87.12		87.12
198	<b>9190 Bank Charges</b>	60.00		60.00
199	<b>Total 9000 Office &amp; Overhead Expenses</b>	<b>54,595.98</b>	<b>84,847.60</b>	<b>(30,251.62)</b>
200	<b>9500 Staffing</b>			0.00
201	<b>9501 Salary</b>	172,904.14		172,904.14
202	<b>9502 Wages - Full Time Staff</b>	47,517.28	198,888.20	(151,370.92)
203	<b>9505 Termination Payouts (deleted-1)</b>	0.00		0.00
204	<b>Total 9501 Salary</b>	<b>220,421.42</b>	<b>198,888.20</b>	<b>21,533.22</b>
205	<b>9510 Benefits</b>			0.00
206	<b>9512 Retirement Benefits</b>	16,092.88	10,090.33	6,002.55

207	<b>9513 Health Insurance</b>	20,726.23	25,749.77	(5,023.54)
208	<b>9515 Life Insurance</b>	1,607.40	2,422.16	(814.76)
209	<b>9516 Disability Insurance</b>	1,762.44	505.92	1,256.52
210	<b>Total 9510 Benefits</b>	<b>40,188.95</b>	<b>38,768.18</b>	<b>1,420.77</b>
211	<b>9520 Workers' Compensation</b>		487.00	(487.00)
212	<b>9540 Payroll Taxes</b>	16,995.25		16,995.25
213	<b>9560 Payroll Expenses</b>	608.00		608.00
214	<b>9570 Payroll Processing Fees (deleted)</b>	1,006.63	3,850.09	(2,843.46)
215	<b>Total 9500 Staffing</b>	<b>279,220.25</b>	<b>241,993.47</b>	<b>37,226.78</b>
216	<b>9900 Miscellaneous</b>	(28.19)		(28.19)
217	<b>9901 Interest on Debt</b>	1,872.79		1,872.79
218	<b>9902 Bank Charges</b>	1,013.79		1,013.79
219	<b>9903 Bad Debt Expense</b>		259,130.73	(259,130.73)
220	<b>9905 Other Expenses</b>	2,639.75	50.00	2,589.75
221	<b>Fraud Expense</b>		2,895.32	(2,895.32)
222	<b>Total 9900 Miscellaneous</b>	<b>5,498.14</b>	<b>262,076.05</b>	<b>(256,577.91)</b>
223	<b>Payroll Expenses</b>			0.00
224	<b>9550 Taxes</b>	1,117.54		1,117.54
225	<b>Total Payroll Expenses</b>	<b>1,117.54</b>	<b>0.00</b>	<b>1,117.54</b>
226	<b>QuickBooks Payments Fees</b>	1,345.50		1,345.50
227	<b>Total Expenditures</b>	<b>921,268.92</b>	<b>935,779.35</b>	<b>(14,510.43)</b>
228	<b>Net Operating Revenue</b>	<b>378,639.19</b>	<b>(70,362.64)</b>	<b>449,001.83</b>
229	<b>Other Revenue</b>			
230	<b>Credit Card Rewards (deleted)</b>	336.89		336.89
231	<b>Total Other Revenue</b>	<b>336.89</b>	<b>0.00</b>	<b>336.89</b>
232	<b>Net Other Revenue</b>	<b>336.89</b>	<b>0.00</b>	<b>336.89</b>
233	<b>Net Revenue</b>	<b>378,976.08</b>	<b>(70,362.64)</b>	<b>449,338.72</b>





Department of the Treasury  
Internal Revenue Service  
Ogden, UT 84201-0074

Notice	CP211A
Tax period	June 30, 2024
Notice date	December 2, 2024
Employer ID number	59-1423380
To contact us	Phone 877-829-5500

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ASSOCIATION OF FLORIDA COLLEGES INC  
% TONY CARVAJAL  
1725 MAHAN DR  
TALLAHASSEE FL 32308-5201

116795

Important information about your June 30, 2024, Form 990

## We approved your Form 8868, Application for Automatic Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your June 30, 2024, Form 990, Return of Organization Exempt From Income Tax. Your new due date is May 15, 2025.

### What you need to do

File your June 30, 2024, Form 990 by May 15, 2025, electronically. The IRS will not accept Form 990 filed on paper for tax years ending on or after July 31, 2020.

You may use software offered by visiting [IRS.gov/eomefproviders](https://www.irs.gov/eomefproviders).

### Additional information

- Visit [IRS.gov/cp211a](https://www.irs.gov/cp211a).
- Go to [IRS.gov/charities](https://www.irs.gov/charities) or call 877-829-5500 to learn more about electronic filing requirements.
- Keep this notice for your records.

**CONTRACT OF EMPLOYMENT FOR THE CEO  
OF THE ASSOCIATION OF FLORIDA COLLEGES**

1479 *ACB*

THIS AGREEMENT is entered into as of the 13<sup>th</sup> day of June, 2023, made effective as of July 5, 2023, by and between the ASSOCIATION OF FLORIDA COLLEGES, INCORPORATED ("AFC" or "ASSOCIATION"), a not-for-profit professional association AND corporation duly organized and existing under the laws of the State of Florida, and having its principal place of business at Tallahassee, Florida, and Mr. Antonio T. Carvajal ("CEO"). The ASSOCIATION and CEO may be jointly referred to as "Parties."

WITNESSETH:

In consideration of the mutual agreements, covenants, terms and conditions herein contained, the parties agree as follows:

(1) Employment; Term of Agreement. The ASSOCIATION agrees to appoint and employ the CEO as the Chief Executive Officer of AFC, to serve as the chief executive officer of the AFC under the policies, supervision, and direction of the ASSOCIATION, by and through its designee(s). The CEO has accepted and agreed to such employment, to observe and implement the mission of the AFC as articulated by the ASSOCIATION, and to faithfully perform the duties of the Office of the CEO of AFC, for a term beginning on July 5, 2023, and ending on June 30, 2024 (the "Employment Period"), subject, however, to satisfactory performance and/or to prior termination, as provided for in this Agreement.

(2) Position and Duties; Place of Performance. During the Employment Period, and except as provided herein, the CEO agrees to devote his full working time, attention, skill and efforts to the faithful performance of the duties and responsibilities set forth in the ASSOCIATION's bylaws, standing rules, and CEO job description, and as otherwise assigned to him by the ASSOCIATION, which shall include but not be limited to the administration and implementation of policies, procedures and directives authorized by the ASSOCIATION in connection with the continuing establishment, operation, maintenance and improvement of AFC as membership association serving the Florida College System, and its trustees, presidents, and employees.

A. The CEO shall perform all of the duties imposed upon him as CEO of the AFC as required by this Agreement, the laws, rules and regulations of the State of Florida and of the United States, the policies adopted from time to time by the ASSOCIATION, and such other

responsibilities that may be assigned to the CEO by the ASSOCIATION. Such duties shall be rendered at such places as the ASSOCIATION or the CEO shall deem appropriate for the interest, needs, business, or opportunity of the AFC.

B. The expenditure of reasonable amounts of time for charitable and professional development activities shall not be deemed a breach of this Agreement, provided such activities do not interfere with the services required to be rendered to the ASSOCIATION under the provisions of this Agreement. The CEO shall not engage in any activity that may reasonably be deemed competitive with or adverse to the best interest of the ASSOCIATION.

i. The Parties acknowledge that as part of his transition from his prior professional endeavors into his leadership role with the ASSOCIATION, during the initial term of this Agreement CEO may expend reasonable amounts of time attending to and closing out prior professional obligations, provided such activities do not interfere with the services required to be rendered to the ASSOCIATION under the provisions of this Agreement. CEO shall use accrued paid vacation and/or professional leave, or unpaid leave, with respect to these outside activities.

C. The Standing Rules of the ASSOCIATION, Rule 11, Section 2 Chief Executive Officer Section, is incorporated by this reference into this Agreement and serves as one of the bases for the annual evaluation for the Chief Executive Officer position, and further defines some of the responsibilities with which the CEO is charged. The CEO will also be responsible for matters related to the administration of the Florida College System Council of Presidents including, but not limited to, managing meeting logistics, expenses associated with meetings and programs, expenses associated with policy development and advocacy, communications, and other matters relating to the support of the Council of Presidents as approved by the Council of Presidents, the AFC Board of Directors, or their designee(s).

(3) Annual Performance Evaluation. At least annually, the ASSOCIATION, by and through its designee(s), shall evaluate the CEO's performance. The CEO shall submit any oral and/or written reports as may be required to aid in these performance reviews.

(4) Compensation. The ASSOCIATION agrees to pay the CEO for services rendered as follows:

A. Base Salary. The ASSOCIATION agrees to pay the CEO a base salary for services rendered not less than One Hundred Seventy Five Thousand Dollars (\$175,000.00)

annually, exclusive of benefits and other provisions cited herein, payable semi-monthly for the term of this agreement. The CEO shall be exempt from wage and hour laws and shall not earn overtime pay.

B. Performance Incentive. The ASSOCIATION, at its discretion and subject to budgetary limits, at any time may award a performance incentive payment based upon extraordinary performance. If awarded, performance incentive payments may be paid in a single lump sum within sixty (60) days of the determination of the amount of such incentive.

(5) Benefits. The CEO shall be entitled to participate in the insurance, retirement, and other CEO benefit programs to the same extent and in the same manner as all CEOs of the ASSOCIATION, subject to the laws and regulations of the State of Florida and policies adopted by the ASSOCIATION, including:

A. The ASSOCIATION agrees to provide the CEO twelve (12) hours per month of vacation leave and eight (8) hours per month of sick leave. CEO shall otherwise be subject to the leave policies applicable to other ASSOCIATION employees. Upon termination of employment, payment will be made to the CEO for accrued vacation leave and accrued sick leave in accordance with ASSOCIATION policies.

B. CEO shall be eligible to participate in the ASSOCIATION's retirement plan on the same terms and conditions as are currently offered, or hereafter may be offered, to other employees of the ASSOCIATION during the Employment Period, as that plan may be amended from time to time at the ASSOCIATION's discretion.

C. The ASSOCIATION agrees to provide the CEO other benefits to include 100% of the cost of individual major medical health insurance and disability insurance and life insurance premiums on a one hundred thousand dollars (\$100,000) term life insurance policy.

D. The ASSOCIATION also shall provide the CEO \$1,200.00 annually to be applied towards CEO's cell phone and related service expenses.

E. The ASSOCIATION also shall provide the CEO with paid Professional Leave. During the term of this Agreement, the CEO is authorized to take twelve (12) days of non-cumulative, non-compensable professional leave with pay.

F. CEO shall not take vacation or professional leave, if such leave interferes with the proper discharge of the CEO's duties under the terms of this Agreement.

(6) Renewal, Termination, and Severance.

A. Renewal. Upon the expiration of the initial term, this Agreement shall

continue from year to year under its then existing terms and conditions unless and until a party hereto gives the other no less than 45 days written notice of intent not to renew prior to expiration of the initial term or of the one year extension then in effect. The terms and conditions of the Agreement shall be those in effect prior to each renewal, unless changed by mutual agreement of the ASSOCIATION and CEO.

B. Termination without Cause; Severance Pay; Mitigation. The parties agree that the ASSOCIATION may terminate this Agreement and, therefore, the CEO's employment, at any time without cause provided the ASSOCIATION pays the CEO a severance payment of at least six (6) months of CEO's current base compensation. The severance payment shall be payable in one lump sum, with required taxes withheld in accordance with applicable tax law requirements, or otherwise in a manner that is mutually agreeable to the ASSOCIATION and CEO. Thereafter, the ASSOCIATION shall have no further obligations hereunder. The ASSOCIATION's obligations hereunder shall not be diminished by any income earned by the CEO from subsequent employment. The CEO may terminate his employment hereunder at any time for any reason by giving the ASSOCIATION prior written notice not less than 30 days prior to such termination.

C. Waiver of Rights with Severance Pay. Acceptance of the severance payment pursuant to this Agreement shall preclude, and the CEO by such acceptance shall waive, any claims in judicial, administrative, or arbitration forums, or any other ASSOCIATION liability, relating to entitlement to compensation or fringe benefits relating to his employment by or separation from the ASSOCIATION. The right to the aforementioned severance payment shall be contingent upon the execution, at the time of the termination, of a waiver acknowledging the provisions of this Paragraph.

D. The ASSOCIATION may terminate CEO's employment for Cause upon written notice to CEO. For purposes of this Agreement, "Cause" shall be understood to include, but not be limited to, all of the following:

- i. A deliberate or serious violation of the duties set forth in this Agreement or refusal or unwillingness to perform such duties in good faith and to the best of CEO's abilities;
- ii. A violation by CEO of any of the other terms and conditions of this Agreement not remedied after thirty (30) days' written notice thereof to CEO;
- iii. Any conduct of CEO that constitutes moral turpitude, or which would tend to bring public disrespect, contempt, or ridicule upon the

ASSOCIATION (or the Florida College System, its trustees, students, and employees), or failure to follow the high moral and ethical standards commonly expected of CEO as a leading representative of the ASSOCIATION and the Florida College System;

iv. A deliberate or serious violation of any law, regulation, rule, or provision of bylaws of the ASSOCIATION, which violation may, in the sole judgment of ASSOCIATION, reflect adversely upon ASSOCIATION;

v. Engaging in conduct which is unlawful, results in CEO's conviction of a crime, or causes notorious and public scandal.

If during the Term, CEO is terminated for Cause, all compensation (including Base Salary, accrued leave, and any other benefits) shall terminate immediately.

(7) Rights at Expiration. It is expressly understood and agreed by and between the parties hereto that:

A. Except as otherwise provided herein, the CEO has no expectancy of re-employment after the term of this Agreement has expired.

B. No reasons or legal cause shall be required to be given by the ASSOCIATION in the event the CEO is not re-employed as CEO after the term of this Agreement; and no hearing on the ASSOCIATION's refusal, if any, to re-employ shall be required.

(8) Applicable Rules and Laws. This Agreement shall be performed subject to and interpreted and construed in accordance with the laws of Florida now existing or hereafter enacted, and to any and all bylaws, policies, and rules now existing or as hereafter promulgated by the ASSOCIATION which are applicable to CEO.

(9) Venue. Any lawsuits arising from or incident to this Agreement shall be brought in courts of competent jurisdiction located in Leon County, Florida.

(10) Validity. The terms of this Agreement are severable such that if any term or provision is declared by a court of competent jurisdiction to be illegal, void, or unenforceable, the remainder of the provisions shall continue to be valid and enforceable.

(11) No Waiver or Rights. No delay or failure to enforce any provision of this Agreement shall constitute a waiver or limitation of rights enforceable under this Agreement.

(12) Entire Agreement. This Agreement contains the entire understanding of the Parties hereto and supersedes any and all prior or contemporaneous representations or agreements, whether

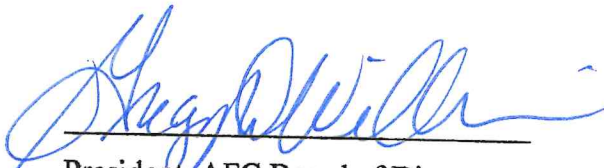
written or oral, between the parties, and cannot be changed or modified except in writing signed by the Parties hereto.

(13) Tax Matters. All compensation and benefits provided by the ASSOCIATION pursuant to this Agreement shall be subject to the customary withholding tax, social security tax, and other taxes as may be required by the State of Florida and the United States of America. The CEO acknowledges that the ASSOCIATION cannot guarantee personal tax treatment of any payments or benefits under this Agreement, and that he shall be responsible for any income tax liability incurred as a result of this Agreement. The CEO further acknowledges that he has not relied on the ASSOCIATION or its counsel to provide tax or legal advice, and that he has been advised to seek professional advice with regard to compensation and benefit matters addressed by this Agreement.

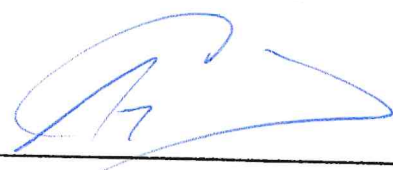
(14) Section Headings. The section headings in this Agreement are for the convenience of reference only, and they form no part of this Agreement and shall not affect its interpretation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their respective hands and seals on the day and year first above written.

ASSOCIATION OF FLORIDA COLLEGES,  
INC.

  
\_\_\_\_\_  
President, AFC Board of Directors

ANTONIO T. CARVAJAL

  
\_\_\_\_\_  
CEO

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