

**AMENDED AND RESTATED BYLAWS OF
GEORGIA TECH ALUMNI ASSOCIATION, INC.
Incorporated under the laws of the State of Georgia**

As Adopted on May 15, 2020, and superseding those Bylaws of Georgia Tech Alumni Association, Inc. as in effect immediately prior thereto.

**ARTICLE ONE
NAME**

The name of this corporation shall be GEORGIA TECH ALUMNI ASSOCIATION, INC. (hereinafter "the Corporation").

**ARTICLE TWO
PURPOSES AND GOVERNING INSTRUMENTS**

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Georgia Nonprofit Corporation Code (hereinafter "Code").

2.2 Charitable Purposes. The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code. The Corporation was organized, and at all times shall be operated, to serve the needs and interests of the Georgia Institute of Technology ("Georgia Tech") and its alumni in such ways, as the Board of Trustees shall determine in its discretion.

The Corporation shall not be limited in its capacity of service to Georgia Tech and Georgia Tech alumni, but shall be authorized and empowered, in accordance with its Articles of Incorporation and these Bylaws, to engage in all charitable functions and activities, which serve the needs and interests of Georgia Tech and Georgia Tech alumni.

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

2.4 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE THREE OFFICES

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address but may have other offices located within or outside the State of Georgia as the Board of Trustees may determine from time to time or the affairs of the Corporation may require or make desirable.

ARTICLE FOUR TRUSTEES

4.1 Management. Subject to these Bylaws, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Trustees (hereinafter "Board"). The Board shall have supervision, control and direction of the management, affairs and property of the Corporation and auxiliaries and other groups organized to support and benefit the Corporation; shall determine the Corporation's policies or changes therein; and shall actively pursue the Corporation's purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

The Board shall not permit any part of the net earnings or capital of the Corporation to benefit any Trustee, officer, or other private person or individual.

The Board may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

4.2 Number of Trustees. The Board shall consist of no fewer than thirty-six (36) Trustees which number shall include the Past Chair, Chair, Chair-elect, one or more Vice Chairs, the President of the Corporation, the then serving President of Georgia Tech or his or her designee, and the then serving President of the Georgia Tech Foundation or his or her designee, together with such other Trustees as may be elected from time to time in accordance with these Bylaws. The President of Georgia Tech and the President of the Georgia Tech Foundation shall be referred to in these Bylaws as "Designated Trustees," and are non-voting Trustees. Designated Trustees shall continue as Trustees as long as they hold the offices or positions at Georgia Tech or the Georgia Tech Foundation by reason of which they serve as Trustees of the Corporation. The Board is authorized to fix the precise number of Trustees by resolution adopted from time to time by a majority of all of the Trustees then in office. Trustees shall serve for a term of three (3) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

4.3 Manner of Election. New Trustees of the Corporation shall be elected by the vote of the current Board of Trustees in accordance with the following procedures:

(a) The Nominating and Governance Committee, acting in accordance with Section 6.3 of these Bylaws, shall present to the current Board of Trustees, a slate of nominees, meaning one nomination for each seat on the Board, which is vacant, or about to expire. In determining the slate of nominees, the Nominating and Governance Committee shall solicit and receive candidates from the Board of Trustees, along with the Georgia Tech community at-large.

(b) Ratification of the slate of nominees shall occur with a majority vote by the current voting members of the Board of Trustees.

4.4 Trustee Qualifications. Each elected Trustee must be at least eighteen (18) years old at the time of his or her election, and shall be a graduate or have been a regularly matriculated student of Georgia Tech.

4.5 Terms of Office. The terms of Trustees shall be staggered so that the terms of approximately one-third (1/3) are expiring in any one year. No Trustee shall be eligible to serve for more than two (2) successive full terms of office (i.e., for more than six (6) consecutive years), and at the expiration of two (2) successive full terms of office, a Trustee shall not be eligible to be re-elected to the Board for at least one year. In the event a Trustee serves or is nominated to serve as an Officer (Section 5.1), such service as an Officer shall not count towards this limitation.

4.6 Removal. Any Trustee other than a Designated Trustee may be removed either for or without cause at any regular, special, or annual meeting of the Board, by the affirmative vote of a majority of all the Trustees then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A Trustee, under consideration for removal, has the right to present his or her case to the Board, prior to a motion to vote. A removed Trustee's successor may be elected at the same meeting to serve the unexpired term.

4.7 Vacancies. Except in the case of a Designated Trustee, any vacancy in the Board arising at any time and from any cause, may be filled for the unexpired term with a majority vote for a nominee, by the Trustees then in office. Each Trustee so elected shall hold office until the election and the qualification of his or her successor. A Trustee elected or appointed to fill a vacancy shall be elected or appointed for the unexpired portion of the departing Trustee's term, and may be elected or appointed to up to two (2) additional terms consecutive to this service if the term of the previous Trustee had one (1) year or less to run.

4.8 Standard of Conduct. Each Trustee shall discharge his or her duties as such, in a manner he or she believes in good faith to be in the best interests of the Corporation

and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

4.9 Employment. The Board is authorized to employ such person or persons, including the President and other professionals, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons. To the extent an Officer or Trustee is employed by the Corporation pursuant to Section 4, the individual will be subject to appropriate review of conflict of interest and recused from participating on discussion and any vote on selection.

4.10 Compensation. Trustees shall not be compensated for service as Trustees. However, nothing contained in the governing instruments of the Corporation shall be construed to prevent any Trustee from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the Corporation, subject to a conflict of interest review by the Executive Committee.

4.11 Meetings. An annual meeting of the Board may be held on a day, and at a time and place, as determined by the Board. Notice of the annual meeting shall be given by the Secretary no fewer than ten (10) days before such annual meeting. Regular meetings of the Board may be held from time to time between annual meetings on no fewer five (5) days' notice, which notice shall specify the time and place of the meeting. Special meetings of the Trustees may be called by or at the request of the Chair or the President or by twelve (12) of the Trustees in office at that time, on five (5) days' notice, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by a Trustee, in writing, executed before or after the meeting. Trustees may participate in a meeting of the Board by means of conference telephone, video conferencing or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting shall constitute presence in person.

4.12 Place. Meetings of the Board may take place inside or outside the State of Georgia.

4.13 Quorum and Vote Required for Action. At any meeting of the Board, more than half of the total Trustees then in office shall constitute a quorum. The act of a majority of the Trustees present at a meeting at which a quorum is present at the time shall be the act of the Board, except in cases of adoption, amendment, and repeal of Bylaws or Articles of Incorporation, which shall be effected in the manner provided for in Article Eleven. Vacancies in the Board may be filled as provided in Section 4.7 of these Bylaws.

4.14 Action by Trustees in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, the electronic consent, or a signed copy, shall be

placed in the minute book. An email or similar transmission by a Trustee, or a photographic, facsimile or similar reproduction of a writing signed by a Trustee, shall be regarded as signed by the Trustee for this purpose.

ARTICLE FIVE OFFICERS

5.1 Appointment. The Officers of the Corporation consist of the Past Chair, Chair, Chair-elect, and one or more Vice Chairs, President, Secretary, and Treasurer, and shall be appointed and ratified annually by the Board of the Corporation. While holding such offices, the Past Chair, the Chair, Chair-elect, the Vice Chairs and President shall serve as Trustees of the Board of the Corporation and serve on the Executive Committee pursuant to Section 6.1. Each Officer shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The Board shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation; but the Corporation shall not be required to have any Officers other than a Chair, President, Secretary and Treasurer.

5.2 Removal and Vacancies. The Board has the right to remove an Officer or agent elected or appointed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. An Officer, under consideration for removal, has the right to present his or her case to the Board, prior to a motion to vote. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

5.3 Chair. The Chair shall oversee and provide leadership to the Board and work with the President of the Corporation to ensure that all orders and resolutions of the Board are carried out. The Chair shall preside at all meetings of the Board. The Chair shall also serve as a Trustee, with right to vote, and of any Executive Committee of the Board and as a voting member, ex officio, of any and all other committees of Trustees. The duties of the Chair shall include those customary to that position, and the Chair shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

5.4 Chair-elect. The Chair-elect shall, in the absence or disability of the Chair, perform the duties and have the authority and exercise the powers of the Chair. He or she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chair may from time to time delegate.

5.5 Vice Chair. A Vice Chair shall in the absence or disability of the Chair-elect, perform the duties and have the authority and exercise the powers of the Chair-elect. He or she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chair may from time to time delegate.

5.6 President. The President, who may be an employee of the Corporation, shall exercise general supervision of all operations, policies, and personnel of the Corporation, subject to the control of the Board. The President shall report directly to the Executive Committee and the terms of employment determined by the Executive Committee. The President shall serve as a Trustee, with right to vote of the Board and of any Executive Committee of the Board. The President shall exercise general and active management of the financial affairs of the Corporation, and shall execute bonds, mortgages or other contracts in the name and on behalf of the Corporation as directed by the Board.

The President shall be authorized by the Board to enter into any contract or agreement and to execute in the corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board are carried into effect, and may delegate such authority to the Treasurer or the Secretary. The President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

5.7 Secretary. The Secretary, who may be an employee of the Corporation, shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required. The Secretary shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

5.8 Treasurer. The Treasurer, who may be an employee of the Corporation, shall be charged with the management of the financial affairs of the Corporation, shall have the power to recommend action concerning the Corporations' affairs to the President, and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or Board. The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its receipts and disbursements, and shall present a report of the same to the annual meeting of the Board.

ARTICLE SIX COMMITTEES OF TRUSTEES

6.1 Executive Committee. By resolution adopted by a majority of the Trustees in office, the Board will designate from among its Trustees an Executive Committee consisting of five (5) or more Trustees, including the Past Chair, the Chair, Chair-elect, one or more Vice Chairs, and the President of the Corporation. The Executive Committee shall have and exercise the authority of the Board in the management of the affairs of the Corporation. However, the designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon it, him, or her by law. The Executive Committee shall keep the Board fully informed both of its activities and of the affairs of the Corporation, and all actions of the Executive Committee shall be reported to the Board not later than at the next meeting of the Board.

6.2 Other Committees of Trustees. In furtherance of and not in limitation of the powers conferred by the laws of the State of Georgia, the Board may designate by a resolution adopted by a majority of Trustees, other committees, each consisting of two (2) or more Trustees. Except as otherwise provided in such resolution or in these Bylaws, the Chair of the Corporation shall appoint members of each such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.3 Nominating and Governance Committee. The Nominating and Governance Committee shall be composed of the two most recent Past Chairs, the Chair, the Chair-elect and the President. The most senior Past Chair shall be the chair of the committee. The President shall serve as Secretary of the Committee and as a non-voting member. The Nominating and Governance Committee shall select nominees for those trusteeships and offices of the Corporation which are vacant or about to expire, as provided in these Bylaws, and report such nominations to the Board. The Nominating and Governance Committee shall also be responsible for maintaining and evaluating the Bylaws of the Corporation and Articles of Incorporation on an ongoing basis and for proposing amendments to the Bylaws and Articles of Incorporation to the Board as required.

6.4 Compensation Committee. The Compensation Committee shall consist of the Past Chair, the Chair, Chair-elect, and one or more Vice Chairs. The current Chair shall be the chair of the Compensation Committee. The Compensation Committee shall be responsible for reviewing and approving compensation and benefits provided by the corporation.

6.5 Audit Committee. The Audit Committee shall be elected annually by the Trustees, at a regular meeting of the Board, to serve a term commencing upon presentation of the annual audit and concluding immediately upon presentation of the audit to the Board for the ensuing fiscal year. The Audit Committee shall be composed of up to five (5) current or former Trustees, none of whom shall be serving as an Officer of the Corporation while on the Audit Committee, and at least three of which shall be serving as Trustees in the commencing fiscal year. The Audit Committee shall elect their own chair. The Audit Committee shall select a firm of Certified Public Accountants ("Auditor") to be used for the annual audit; shall handle all negotiations and details concerning the audit with the Auditor; shall meet with the Auditor prior to commencement of, and during the audit process to discuss issues of concern to the Audit Committee; and shall examine and inquire into the audit report furnished by such Auditor. The Audit Committee shall undertake such additional tasks assigned to it by the Executive Committee and shall recommend to the Executive Committee for its approval such inquiries as the Audit Committee deems are appropriate.

6.6 Special Committees. The Chair, after consultation with the Board, shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable

and which are not in conflict with any other provisions of these Bylaws; and the duties of any such committees shall be prescribed by the Board upon their appointment.

6.7 Term of Appointment. Each member of a committee shall serve for one (1) year and thereafter until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.8 Chair. One member of each committee shall be appointed chair thereof.

6.9 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.10 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

6.11 Policies and Procedures. Each committee should adopt policies and procedures for its own governance, so long as they are not inconsistent with these Bylaws or with resolutions adopted by the Board. Each committee should present its policies and procedures to the Executive Committee annually for approval.

ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts. The Board has authorized through these Bylaws, the Officers, so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

7.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE EIGHT

CONFLICTS OF INTEREST

8.1 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

8.2 Policy. The Board shall adopt, and its Trustees, Officers and employees of the Corporation shall abide by, policies to protect the interest of the Corporation in transactions or arrangements, which might personally benefit any such Trustee, Officer or employee.

ARTICLE NINE INDEMNIFICATION AND INSURANCE

9.1 Trustee Indemnification. The Corporation shall indemnify its Trustees and shall provide advances for expenses incurred by any of them in connection with any proceeding, to the fullest extent allowed under the Code, as it exists now or as hereafter may be amended, and under other applicable law. Such indemnification and advances for expenses shall be made in accordance with the Code, as it exists now and as hereafter may be amended, and subject to the conditions and limitations provided therein, including without limitation, any condition that the Trustee to be indemnified or provided advances for expenses has met applicable standards of conduct.

9.2 Officer and Employee Indemnification. The Corporation shall indemnify its Officers, employees and agents, and shall provide advances for expenses incurred by any of them in connection with any proceeding, to the fullest extent allowed under the Code, as it exists now or as hereafter may be amended, and under other applicable law. Such indemnification and advances for expenses shall be made in accordance with the Code, as it exists now and as hereafter may be amended, and subject to the conditions and limitations provided therein, including without limitation, any condition that the Officer, employee or agent to be indemnified or provided advances for expenses has met applicable standards of conduct.

9.3 Trustee and Officer Defined. For purposes of this Article, references to Trustee or Officer shall include an individual who, while serving as a Trustee or Officer, is or was serving at the request of the Corporation as a trustee, officer, partner, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and unless the context requires otherwise, such references shall include the estate or personal representative of a Trustee or Officer.

9.4 Indemnification Not Exclusive of Other Rights. The indemnification provided in this Section above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee, director, or

agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.5 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Trustee or Officer of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE TEN DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, whether voluntary or involuntary, the residual assets of the Corporation will be turned over to one or more organizations which, at the time of such distribution(s), themselves are exempt from federal income tax as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose, and in no event shall any benefit accrue by reason of any such dissolution to any current or former Officers, Trustees or employees of the Corporation. At the time of dissolution, the Board shall by the affirmative vote of a majority of directors, identify the qualified organizations to which the residual assets are to be distributed. Assets held by the Corporation upon condition requiring return, transfer or conveyance to a particular person or entity upon the Corporation's dissolution shall be returned, transferred or conveyed in accordance with such requirements.

ARTICLE ELEVEN MISCELLANEOUS

11.1 Maintenance of Corporate Records. The Corporation shall keep with the current Secretary, either electronically or by hardcopy: a) Copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Trustees of the Corporation at all reasonable times, b) Copies of minutes of the proceedings of the Board, and committees having been granted any of the authority of the Board, c) a Record of Trustees and Officers of the Corporation, giving their names and addresses.

11.2 Corporate Seal. The seal of the Corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by the Secretary or by the Secretary's assistants on the appropriate papers.

11.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation, and to change the same from time to time as it deems appropriate.

**ARTICLE TWELVE
AMENDMENTS**

The Board, at any regular or special meeting, provided that the Secretary shall give notice by post, email or fax at least five (5) days prior to the meeting, shall have the power to alter and amend these Bylaws and Articles of Incorporation, or repeal and adopt new Bylaws and Articles of Incorporation. These actions require consent of two-thirds (2/3) of the elected Trustees.

**ARTICLE THIRTEEN
ROBERT'S RULES OF ORDER**

The rules contained in Robert's Rules of Order shall govern meetings, where they are not in conflict with these Bylaws, or other rules of order that may be established by the Board.

ADOPTION OF BYLAWS

GEORGIA TECH ALUMNI ASSOCIATION, INC. was organized under the laws of the State of Georgia as of September 24, 1947. These Amended and Restated Bylaws were adopted by the Board and became effective as of May 15, 2020.

APPROVED:

GEORGIA TECH ALUMNI ASSOCIATION, INC.

By: 
Brent Zelnak, Chair

By: 
Dene Sheheane, President

ATTEST:
By: 
Vallee Donovan, Secretary

[CORPORATE SEAL]