

**AMENDED AND RESTATED
BYLAWS OF THE GEORGIA TECH ATHLETIC ASSOCIATION**

ARTICLE I: NAME

The name of this corporation shall be the Georgia Tech Athletic Association ("Association").

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Association shall be in the city of Atlanta, County of Fulton, State of Georgia. The Association may establish such other offices as the Trustees may direct.

ARTICLE III: CORPORATE SEAL

The seal of the Association shall be in the form as set forth on the last page of this document, and said form is hereby adopted as the official seal of the Association.

ARTICLE IV: OBJECT OF CORPORATION

The object of this Association is not pecuniary gain or profit, but is to promote the educational program of the Georgia Institute of Technology by affording facilities for and encouraging participation by the student body in healthful exercises, recreation, athletic games, and contests.

ARTICLE V

SECTION 1: VOTING MEMBERS OF BOARD OF TRUSTEES

The voting membership of the Board of Trustees of the Association shall consist of the President of the Georgia Institute of Technology; the Treasurer of the Association, who shall be the Executive Vice President for Administration and Finance of the Georgia Institute of Technology; eleven (11) members of the faculty/administration of the Georgia Institute of Technology, of whom nine (9) of the eleven (11) must be members of the academic faculty (one of whom shall be designated by the President of the Georgia Institute of Technology as the Faculty Athletics Representative), seven (7) alumni; and three (3) students of the Georgia Institute of Technology.

SECTION 2: NON-VOTING MEMBERS OF BOARD OF TRUSTEES

The non-voting membership of the Board of Trustees of the Association shall consist of: the Director of Athletics; the Georgia Tech Foundation liaison, who shall be a member of the Board of Directors of that foundation; the editor of the *Technique*; and all honorary members of the Board of Trustees.

SECTION 3: HOW APPOINTED

The faculty, alumni, and honorary members of the Board of Trustees of the Association shall be appointed by the President of the Georgia Institute of Technology for a term of three (3) years and may be reappointed. Not more than three (3) honorary members shall serve at

any given time. To qualify for consideration as an appointment as an honorary member such person must previously have served for at least six (6) years as a member of the Board, though the service may not have been consecutive.

SECTION 4: STUDENT MEMBERS

The student voting members of the Association shall be those students of the Georgia Institute of Technology who are respectively: (1) a representative of the intercollegiate athletic teams designated by the Director of Athletics; (2) the Undergraduate Student Body President, or at the discretion of the Undergraduate Student Body President, a student may be designated and approved by the Vice President for Student Life; and (3) the Graduate Student Body President, or at the discretion of the Graduate Student Body President, a graduate student may be designated and approved by the Vice Provost for Graduate Education and Faculty Affairs. The student non-voting member shall be the editor of the *Technique* or, at the editor's discretion, a member of the *Technique* Editorial Board who may be designated and approved by the Vice President for Student Life.

SECTION 5: GTF LIAISON

A designated member of the Board of Directors of the Georgia Tech Foundation shall be appointed by the President of the Georgia Institute of Technology to act as a liaison with the Board of Trustees of the Association, and that person shall be a non-voting member of the Association.

SECTION 6: REMOVAL OF MEMBERS

All members of the Board of Trustees shall be subject to removal at any time by a two-thirds majority of the voting membership of the Board of Trustees.

SECTION 7: VACANCIES

Any vacancies occurring in the appointed members shall be filled by the President of the Georgia Institute of Technology. No vacancy shall impair the right of the quorum to exercise all the rights and perform all the duties of the membership of the Board of Trustees.

SECTION 8: DIVISIONS

The Board of Trustees shall create a board of directors for each operating division of the Association. Each such board of directors is charged with the responsibility of operating the affairs of its division, subject to the control of the Board of Trustees of the Association. Accordingly, each division shall elect a board of directors, which shall have a Chair and President, who shall be such person as designated by or is the President of the Georgia Institute of Technology. Each such board of directors shall keep the Board of Trustees informed and advised of the activities, needs, and requirements of such division. The Chair of the Association shall serve as the Chair or as an ex-officio voting member of the board of directors for each division. The board of directors of any division shall be selected in such manner as the bylaws of that division prescribe or as the Board of Trustees of the Association may by resolution prescribe. Except as limited by these bylaws, the board of directors of each division shall prescribe such bylaws or rules and regulations for the election of the division's officers, for the

appointment of the division's committees, and for conduct of the division's affairs as they may deem appropriate and necessary to accomplish the purposes stated in these bylaws, subject to the directions of the Board of Trustees of the Association.

ARTICLE VI

SECTION 1: AUTHORITY OF THE BOARD OF TRUSTEES

The Board of Trustees shall have control of the intercollegiate athletics conducted at or in the name of the Georgia Institute of Technology and all of the business affairs of the Georgia Tech Athletic Association. The Board of Trustees shall have the authority to borrow money and to contract debts in behalf of the Association, to authorize the issuance of bonds in its behalf, to pledge the credit and property of the Association for the payments of its debts, and to exercise all the rights and powers granted to the Association by its charter.

SECTION 2: MEETINGS

Regular meetings of the Board of Trustees of the Association ordinarily shall be held in the months of October, January, April and June on days designated by the Chair. Special meetings of the Board of Trustees may be held at any time upon the call of the Chair. At the discretion of the Chair, the Board may meet in executive session to discuss matters of a sensitive nature. Such meetings shall be limited to voting and non-voting members of the Board and other such individuals the Chair may deem appropriate. The agenda for the Board meetings shall be set by the Chair in consultation with the Director of Athletics.

SECTION 3: NOTICE OF MEETINGS QUORUM MEETING

Notice of meetings shall be given by the Georgia Tech Athletic Association (GTAA) staff or the Secretary and may be given by mail, telephone, or e-mail to the members of the Board of the time, place and purpose of the meeting. Said notice shall be given at least one day in advance of any meeting, and it shall be the duty of each Trustee to keep the Secretary and GTAA staff advised as to the correct address of such Trustee. Such advance notice may be waived by consent of all voting members.

SECTION 4: QOURUM VOTING

At all regular and special meetings of the Board of Trustees a majority of the voting members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the voting members present at the meeting at which there is a quorum shall constitute the action of the Trustees. Each voting member of the Board of Trustees shall have one vote.

ARTICLE VII

SECTION 1: OFFICERS

The officers of the Association shall be: the Chair of the Board of Trustees, who shall be the President of the Georgia Institute of Technology; a Vice Chair, shall also be the Faculty Athletics Representative; a Secretary, who shall be appointed by the Chair from among the faculty members of the Board of Trustees; a Treasurer, who shall be the Executive Vice President for Administration and Finance; and the Director of Athletics at the Georgia institute

of Technology. The compensation of the Director of Athletics shall be fixed at the regular June meeting in each year. Any vacancy on the Board of Trustees shall be filled for the unexpired term by the Chair. Except as otherwise provided herein, the Vice Chair and Secretary shall be appointed by the Chair at the last regular meeting in the fiscal year and shall serve for a term of one year or until the appointment and qualification of a successor.

SECTION 2: CHAIR AND VICE CHAIR OF BOARD OF TRUSTEES

The Chair of the Board of Trustees shall preside at all meetings of the Board and shall supervise the affairs of the Association. The Chair of the Board of Trustees has the ultimate responsibility and authority for the operations and personnel of the athletics program on all matters as they pertain to the National Collegiate Athletic Association and the Atlantic Coast Conference. In case of the absence of the Chair from any regular or called meeting, the Vice Chair shall chair the meeting. In the absence of both the Chair and the Vice Chair, the Secretary shall chair the meeting, and in the absence of all of the above-named officers, the responsibility of chairing the meeting shall pass to the Treasurer.

SECTION 3: DIRECTOR OF ATHLETICS

The Director of Athletics shall be hired by and with the approval of the Board. The Board shall approve the hiring of and contracts of the head coaches in men's and women's basketball, and football. The Director of Athletics shall be responsible to the Board for the proper conduct of intercollegiate athletics, for the maintenance and efficient use of the physical plant of the Association, and for the general administration of the affairs of the Association according to the directions and regulations of the Board.

SECTION 4: SECRETARY

The Secretary, with the assistance of the Georgia Tech Athletic Association staff, shall keep minutes of all meetings of the Board of Trustees and shall also supervise the keeping of records of all transactions of the Association. The Secretary shall maintain custody of the seal of the Association in the offices of the Georgia Tech Athletic Association and shall affix the same to all instruments which require a seal and the execution of which has been authorized by the Board of Trustees.

SECTION 5: TREASURER

The Treasurer shall keep, or cause to be kept, full and accurate accounts in books belonging to the Association showing the transactions of the Association, its accounts, receipts, expenditures, assets, liabilities, and financial condition, and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers, and shall deposit all monies and other valuable securities in the name of and to the account of such Association in such depositories as may be named by the Board of Trustees. The Treasurer shall make a full report of the financial condition of the Association for the annual meeting of the Board of Trustees and shall make such other report and statements as may be required of him or her by the Board of Trustees or the Chair. The Treasurer shall perform all other duties required of him or her by virtue of his or her office. The Treasurer may delegate signature authority to the staff member responsible for the day-to-day financial affairs of the Athletic Association.

SECTION 6: OTHER OFFICERS

The Board of Trustees shall have authority to designate an assistant secretary or assistant treasurer or such other officers as they may determine, and to fix their compensation.

SECTION 7: SURETY BOND

All employees handling monies and equipment shall be under such bond as may be required by the Board of Trustees, the premium on said bond to be paid by the Association.

SECTION 8: ANNUAL AUDIT

The officers of the Association shall present a financial audit at least annually to the Board of Trustees.

SECTION 9: ANNUAL NCAA REPORT

The Director of Athletics and/or the Associate Director of Athletics for Compliance or other designee will report at least annually on the NCAA Institutional Performance Program (IPP), including any Institute obligations and action items related to NCAA Division I membership.

SECTION 10: DELEGATION OF AUTHORITY OF OFFICERS BY BOARD OF TRUSTEES

The Board of Trustees, for any reason sufficient to them, may delegate the powers or duties, of any of them or of any officer to any other officer or assistant officer, or to any member of the Board.

SECTION 11: ADDITIONAL EMPLOYEES

The officers shall be authorized to recommend to the Board of Trustees the appointment and employment of such assistants as may be necessary for the proper conduct of their respective offices.

SECTION 12: OFFICERS OF DIVISIONS

The board of directors of each division shall have the authority to appoint such officers as it may deem both appropriate and necessary, and shall inform the Chair in writing of the creation of said offices and the identity of the persons designated to hold said offices from time to time. Each such division officer shall have the authority established for that office in the bylaws of that division, including the authority to make expenditures and enter into contracts on behalf of said division, subject to the control of the board of directors of the division and the Board of Trustees of the corporation.

ARTICLE VIII

SECTION 1: COMMITTEES

The Standing Committees of the Association shall be:

- (a) the Executive Committee
- (b) the Committee on Academics
- (c) the Committee on Compliance and Equity
- (d) the Committee on Sports
- (e) the Committee on Administration and Finance

Upon completion of their terms of office, the outgoing chair of each standing committee will submit a report to the incoming chair of that committee, the President of the Institute, and the Director of Athletics summarizing accomplishments and any ongoing, periodic, or incomplete actions assigned to the committees as they relate to the Institute's NCAA membership or other projects that have been undertaken. These reports will be reviewed at the first appropriate meeting of the Board of Trustees of the Association following the assumption of duties by the incoming chair.

SECTION 2: EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the officers of the Association, and shall consist of the Chair, Vice Chair, Secretary, Treasurer, and Director of Athletics. The Executive Committee shall meet as needed to discuss issues and policies affecting the Association. Special meetings of the Executive Committee may be held at any time upon the call of the Chair of the Board. When action is needed at times between regularly scheduled meetings of the Board of Trustees, the Executive Committee may recommend to the Chair the calling of a special meeting of the full Board.

SECTION 3: COMMITTEE ON ACADEMICS

The Committee on Academics shall be composed of at least three (3) members of the Board of Trustees, at least two of whom shall be Academic faculty, and such other members as the Chair may determine, all to be appointed by the Chair and subject to removal at his or her pleasure. The Committee on Academics shall work with the Director of Athletics and the Director of Academic Services of the Georgia Tech Athletic Association to provide the best environment for academic success for the Georgia Tech student-athlete. The committee shall recommend to the Board such measures as may be necessary to assist in the achievement of this goal.

Additionally, the Committee on Academics shall review and submit to the Board of Trustees a formal audit report every 3 years of the GTAA Academic Services and every year for student athlete eligibility as laid out in the National Association for Academic Advisors for Athletics

(N4A) best practices or as directed by the Chair.

SECTION 4: COMMITTEE ON COMPLIANCE AND EQUITY

The Committee on Compliance and Equity shall be composed of the Associate Director of Athletics for Compliance, the Senior Woman Administrator of the Athletic Association, and at least three (3) members of the Board of Trustees and such other members as the Chair may determine, all to be appointed by the Chair and subject to removal at his or her pleasure. The Committee on Compliance and Equity shall work with the Athletic Director and recommend to the Board such measures as may be necessary for the proper compliance with all athletic policies of the Georgia Institute of Technology, the University System of Georgia, the National Collegiate Athletic Association (NCAA), and the Atlantic Coast Conference (ACC). The Committee on Compliance and Equity shall also have the responsibility of reviewing all policies and making recommendations to the Board pertaining to issues of race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity, or veteran status as they relate to the Georgia Tech program of intercollegiate athletics.

The committee will provide a comprehensive report at least annually to the President of the Institute, the Board of Trustees of the Association, and the Executive Board of the Institute.

SECTION 5: COMMITTEE ON SPORTS

The Committee on Sports shall be composed of the Senior Associate Director of Athletics, at least three (3) members of the Board of Trustees and such other members as the Chair may determine, all to be appointed by the Chair and subject to removal at his or her pleasure. The Committee on Sports shall have the responsibility of strategic planning and review of all intercollegiate sports in which Georgia Tech participates.

SECTION 6: COMMITTEE ON ADMINISTRATION AND FINANCE

The Committee on Administration and Finance (the "A&F Committee") shall be composed of the Treasurer, who shall serve as Committee Chair, and at least three (3) members of the Board of Trustees and such other members as the Chair of the Board may determine, all to be appointed by the Chair of the Board and subject to removal at his or her pleasure. The A&F Committee shall be responsible for considering and making recommendations to the Board of Trustees on matters pertaining to the Athletic Association's budget and spending. The responsibilities shall include, but are not limited to, the following:

(a) The preparation and submission of an annual budget for the operation of the Athletic Association for approval of the Board; annually review sports specific fundraising revenue/expenses; and review multi-year vendor agreements;

(b) The review of all maintenance and capital projects, new financing obligations, GTF endowment withdrawals, and any other unbudgeted expenses each in excess of \$1 million dollars. The A&F Committee shall also recommend to the Board, for approval as the committee deem's necessary, such measures appropriate for the proper maintenance and use of the physical facilities of the Association;

(c) The review of all Olympic Sports Head Coach contracts and extensions and all multi-year Assistant Coach contracts; and

(d) The review of the Association's fiscal financial performance.

The Committee will provide a comprehensive report to the Board of Trustees of the Association at each Board meeting.

SECTION 7: APPOINTMENT OF OTHER COMMITTEES

The Chair, with the approval of the Board of Trustees, shall have the power and authority to appoint such other standing or special committees as he or she may think proper. The Chair shall designate the members thereof and prescribe their duties and powers.

ARTICLE IX: SPECIAL GIFTS DONATIONS AND TRUST FUNDS

The Board of Trustees shall have the power to create or establish trusts, trust funds, endowments, or foundations to encourage the making of any donation, gift, devise or bequest for a particular purpose or for particular purposes within the purview of the Charter of this Association; and in connection therewith the Board of Trustees shall further have the power to take any necessary steps to carry out the purposes for which any such donation, gift, devise, or bequest may be made.

ARTICLE X: AMENDMENTS

These bylaws may be amended, altered, or repealed by a two-thirds vote of the voting membership at any regular or special meeting of the Board of Trustees, provided that notice of said meeting shall state the proposed change. The bylaws of any division may be amended by the Board of Directors of the division in the same manner.

ARTICLE XI

SECTION 1

No trustee or officer of the Association or any family member of such trustee or officer, or any corporation, partnership, association, trust or other entity in which such trustee or officer, or family member of such trustee or officer, serves as a director, officer, partner or trustee, or has a financial interest, shall be permitted to enter into any contract or transaction with the Association unless:

- (a) Such trustee or officer discloses to the Board of Trustees of the Association the material facts as to his or her or his or her family member's relationship with or interest in the entity proposing to enter into the contract or transaction with the Association, and the Board of Trustees authorizes the contract or transaction by the affirmative vote of a majority of disinterested trustees (even though the disinterested trustees may constitute less than a quorum); and
- (b) The contract or transaction is fair to the Association.

SECTION 2

Factors to be considered in determining whether the contract or transaction is "fair" to the

Association include an examination of the following:

- (a) The price and terms of the contract or transaction (the price and terms of the contract or transaction may vary, but must be on a level which the Board of Trustees would accept in an arm's-length negotiation, in light of the knowledge that the Board of Trustees would reasonably have acquired in the course of such negotiation; and
- (b) Whether the Board of Trustees would reasonably determine that the contract or transaction was in the best interests of the Association.

SECTION 3

If a trustee or officer of the Association, or any family member of such trustee or officer, or any corporation, partnership, association, trust or other entity in which such trustee, officer, or family member of such trustee or officer serves as a director, officer, partner, or trustee, or has a financial interest, enters into any contract or transaction with the Association without complying with the requirements described above, the Board of Trustees may, at its sole discretion:

- (a) Void the contract or transaction in its entirety and recover from such trustee or officer any damages and expenses suffered or incurred by the Association as a result of the contract or transaction; or
- (b) Modify the price and terms of the contract or transaction so that the Association receives a price and terms comparable to what the Association would receive in an arm's-length negotiation.

SEAL

DocuSigned by:

ED4CF697954B3...

Secretary (Mitchell Walker)