

**BYLAWS
OF THE
GWINNETT TECH FOUNDATION, INC.**

**ARTICLE I
GENERAL PROVISIONS**

Section 1.01 – Name

The name of this corporation shall be Gwinnett Tech Foundation, Inc., hereafter referred to as the “Foundation.”

Section 1.02 – Management of Affairs

The affairs of the Foundation shall be managed by a Board of Directors (to be hereafter also referred to as the “Board”) as determined by these bylaws.

Section 1.03 – Principal Officer Address

The address of the principal office shall be 5150 Sugarloaf Parkway, Lawrenceville, GA 30043. The address of the principal office may be changed as determined by the Board of Directors.

Section 1.04 – Restricted Activities

The Foundation is established as a nonprofit foundation in accordance with the Georgia Corporation Code and all provisions of these Bylaws are subject to, regulated, and controlled by the Code and the Articles of Incorporation of the Foundation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by the Articles of Incorporation or by an organization exempt under Section 501 © 3 of the Internal Revenue Code and its regulation as they now exist or as they may hereafter be amended, or by any organization to which a contribution is deductible under Section 170 (b) (1) of such Code and Regulations as they now exist or as they may hereafter be amended. If there should be any conflict between these Bylaws and applicable law or Articles of Incorporation of the Foundation, law shall take precedence, followed by the Articles of Incorporation.

Section 1.05 - Seal

The seal of the Foundation shall be in a form determined by the Board of Directors and shall always contain the words “Gwinnett Tech Foundation, Inc.”

Section 1.06 - Fiscal Year

The fiscal year of Gwinnett Tech Foundation, Inc. shall begin the first day of the month of July and end the last day of the month of June each year.

Section 1.07 - Period of Duration

The period of duration of the Foundation shall be perpetual.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01 - Number of Directors

The Board of Directors shall consist of not less than ten (10) nor more than twenty-five (25) members (hereinafter referred to as “Director”), the precise number to be fixed from time to time by resolution of the Board of Directors. In addition, the President of Gwinnett Technical College and the Executive Director or Interim Executive Director (if applicable) of the Gwinnett Tech Foundation shall serve as non-voting ex-officio members of the Board of Directors. A representative from the senior management of each school system within the service delivery area of Gwinnett Technical College shall serve as an ex officio on the Board of Directors. No more than twenty-five (25) percent of the members of the Board of Directors shall be comprised of staff members or employees of the Gwinnett Technical College. The Board shall consist of individuals aged 21 or over who are citizens or residents in the service area of Gwinnett Technical College; provided, however, that the Board, in its discretion, may waive the geographical requirement in furtherance of the goals of the Foundation.

Section 2.02 - Terms

The Directors shall serve terms of three (3) years, with terms staggered so as to have no more than one-third of the Board members with terms expiring in the same year. Staggered terms shall be set initially by the incorporator of the Foundation and thereafter shall be determined by the election procedures of the Board. Upon approval of the Board, Directors may serve two consecutive terms of three years each. No retiring Director shall be eligible for re-election upon having completed two consecutive full terms, except that any such retiring Director may again become eligible for re-election upon having completed a period of two years off the Board of Directors. The term year shall coincide with the Foundation’s fiscal year (July 1 through June 30 of the following year).

Section 2.03 - Vacancies

In the event that the office of any Director shall become vacant prior to the expiration of his term by reason of death, resignation, removal, incapacity to serve, or otherwise, the remaining Directors shall continue to act, and a majority of the then remaining Directors may elect a successor Director who shall serve until the expiration of the term of the Director whose office has become vacant. Said Director will be eligible to serve two consecutive full terms beyond the remainder of this term, unless more than two years remained on the assumed term.

Section 2.04 - Resignation

Any Director may resign at any time upon written notice to the Chair of the Board or by mailing such written notice to the Foundations principal office, the same to be effective as of the time stated therein.

Section 2.05 - Removal

Any Director may be removed, with or without cause, by a majority vote of the entire Board of Directors. Any Director may be removed for more than fifty (50) percent absences in one year or dereliction of duty of office as determined by the affirmative vote of two-thirds (2/3) of the Directors then in office.

Section 2.06 - Election

Members of the Board of Directors shall be selected by the initial Directors designated in the Articles of Incorporation in the manner provided in this section. The initial Directors shall select members for the Board of Directors no later than July 1, 1994. All subsequent Directors shall be elected by the then Board of Directors. The election of members of the Board of Directors shall begin with a recommendation of a Nominating Committee as described in Section 3 .03C. The Nominating Committee shall suggest a panel of at least one name for each position with further nominations open from the entire membership of the Board prior to voting. Approval shall be required from a majority of those present.

ARTICLE III
POWERS AND DUTIES

Section 3.01 - Board of Directors

The Board of Directors powers and duties are:

- a. Election of Directors;
- b. Election of Officers;
- c. Removal of members from committees or from the Board;
- d. Amendment or repeal of the Articles of Incorporation and Bylaws;
- e. Adoption of policies and procedures for the receipt, investment, and disposal of cash and noncash donations;
- f. Provision for the proper handling and accounting of all financial transactions;
- g. Provision for the receipt of gifts and contributions of any kind and nature from, corporations, governmental agencies, associations, whether made by will or otherwise, provided that the object specified by the testator or donor is within the objects and purposes of the Foundation;
- h. Regular receipt of information from the administration, staff, and College Board of Directors regarding the strategic direction, plans and identified needs of Gwinnett Technical College;
- I. Solicitation and promotion of donations to the Foundation;
- j. Employment of staff and/or consultants as deemed necessary; and
- k. All other actions necessary to reach the goals and objectives of the Foundation.

Section 3.02 - Officers

The officers of the Foundation shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be designated and elected annually by a majority vote of the Board of Directors. Only Directors shall serve as officers of the Foundation. Any two offices may be held by the same person, except the offices of Chair and Secretary.

A. The Chair shall call to order and preside at all meetings of the Board, shall act as the chief executive officer of the Foundation, and shall perform such other duties as from time to time may be assigned by the Board of Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. If any vacancy of the Executive Committee exists by reason of death, resignation, removal or otherwise, the Chair shall appoint a successor member to serve until the next annual meeting of the Board of Directors. The Chair may call special meetings, when such meetings are deemed necessary or when requested in writing to do so by a majority of the members of

the Board of Directors then in office. The Chair shall represent the Foundation at all public meetings and functions and shall appoint such committees as approved by the Executive Committee. The Chair shall be an ex officio member of all committees.

B. The Vice-Chair shall preside at all meetings of the Board of Directors in the absence of the Chair and shall perform all duties which might or should be performed by the Chair when the Chair is ill, absent from the State of Georgia, or otherwise incapacitated. The Vice-Chair may also be appointed or directed by the Chair to act during an absence.

C. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall also give and serve notices required by the Bylaws. The Secretary may sign with the Chair in the name of the Foundation all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors, shall affix the seal of the Foundation thereto and shall attest such documents as may be required for transaction of the Foundation's business. The Secretary shall have charge of all such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of any Director, and shall in general perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors.

D. The Treasurer shall be the custodian of the funds of the Foundation and shall cause such records and returns to be kept and filed as shall be required in conformity with applicable federal and state laws. The Treasurer shall approve (electronically or by signature) all check requests submitted for payment and checks made by the Foundation jointly with the Chair or such other officers as may be designated by the Board of Directors. The Treasurer shall render to the Board an account and statement of all transactions at each annual meeting of the Board and at such other times as the Board may from time to time determine. The Treasurer shall from time to time, upon approval by a majority of the voting members of the Finance Committee or the Board of Directors, invest portions of the Foundation's funds in accordance with the Investment Policy of the Foundation' and shall in general perform all the duties and responsibilities to the office of Treasurer, subject to the control of the Board of Directors.

E. Other officers, such as an Executive Secretary, may be elected to administer responsibilities as designated by the Board. In the event of absence, inability, or refusal to act by any of the officers of the Foundation, the Board of Directors may appoint any person to perform these duties.

The officers shall be elected annually at the annual meeting or at a special meeting of the Board. Unless removed earlier, the officers shall serve in the elected office for two years and until their successors shall be duly elected and qualified. Any officer may be removed from office at any time, for excessive absences or dereliction of duty, by majority vote of the Board of Directors.

Section 3.03 - Committees

A. The Executive Committee shall consist of the four (4) officers described in Section 3.02A-D, the immediate past Chair (where Board term has not expired), one (1) ex officio member, and two (2) members of the Board of Directors to be appointed by the Chair. In the event of a vacancy on the Executive Committee, it shall be filled by appointment of the Chair. The Executive Committee shall have the authority to receive on behalf of the Board of Directors any contributions to the Foundation and to authorize expenditure of such funds to any source or fund which shall comply with the purposes and objectives of the Foundation and with the adopted plans of the Board. Meetings of the Executive Committee shall be as called by the Board Chair either in writing or orally to each member of the committee not less than three (3) days prior to the date of such meeting. Notice of the meeting may be waived and attendance at the meeting will constitute waiver of the notice requirement. A majority of the Executive Committee will constitute a quorum and approval will be by the affirmative act of a majority of the Executive Committee members present at such a meeting. The Executive Committee's actions shall be reported for approval at the next meeting of the full Board of Directors. During the intervals between the meetings of the Board of Directors, the Executive Committee shall have and may exercise all powers and authority of the Board of Directors when said Board is not in session, subject only to such restrictions or limitations as the Board may from time to time specify provided, however, the Executive Committee shall not have authority to alter, amend or repeal the Foundation's Articles of Incorporation or Bylaws, or to elect Directors or arrange for the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Foundation.

B. The Finance Committee chaired by the Treasurer and consisting of three (3) other Directors appointed by the Board Chair, shall have and may exercise all powers of authority for making appropriate investments and re-investments of the Foundation's assets and funds; it shall report such investment activity to the Board of Directors at each meeting. The Finance Committee shall also have the authority to conduct fundraising activities and to expend funds in organizing and conducting said activities. The Finance Committee shall have the authority to distribute funds and pay obligations incurred by the Foundation in pursuit of its objectives; provided, however, that the Finance Committee shall not have the power to sell, lease or exchange or otherwise dispose of all or substantially all of the property and assets of the Foundation. The Finance Committee shall meet at the call of the Chair and minutes shall be kept by the Treasurer and transmitted to the Secretary for filing with the Foundation minutes. A majority of the members shall constitute a quorum of the committee and the affirmative vote of a majority of the members present shall be necessary for the adoption of any resolution.

In addition to the duties set forth above, the Finance Committee shall review the annual budget request of the Executive Director of the Foundation and recommend such budget to the full Board of Directors. The Finance Committee shall have the authority to grant approval of annual operating expenses in an amount equal to a percentage of up to 10% of all amounts received by the Foundation during the course of the fiscal year including cash, stocks, or other gifts, and including income earned on said gifts, but specifically excluding in-kind gifts or any other gifts on which use of a portion of the gift for annual

operating expenses is prohibited by the specific terms of the gift or by State or Federal laws or regulations.

C. A Nominating Committee of three (3) members of the Board of Directors shall be appointed by the Chair at least thirty (30) days prior to the annual meeting of the Board of Directors. The committee shall make nominations for directors and for officers of the Board and shall deliver the written nominations to the secretary at least fifteen (15) days prior to the annual meeting. These written nominations shall be made available upon request to all members of the Board. Any other member wishing to make a nomination shall deliver the nomination in writing to the secretary at least ten (10) days prior to the annual meeting. No nomination other than those made in this manner shall be accepted or voted on by the membership. Notwithstanding the foregoing provision, if for any reason the Chair fails to appoint a Nominating Committee, or the committee fails to act, within the prescribed times, nomination for directors may be made at the annual meeting by any member of the Board of Directors and voted upon by the Board.

D. Ad Hoc Committees may be appointed by the Chair as needed to carry out assigned tasks. Other standing committees may also be established upon approval of a resolution by a majority of the Board of Directors. Each committee shall consist of two or more of the Directors and may exercise such power of the Board of Directors, except the powers denied to the Executive Committee, as may be determined from time to time by the Board of Directors in the same manner and method by which the Board would exercise said powers.

E. Removal of Committee members may be done at any time agreed by the majority of the Board of Directors, with or without cause, and any such vacancies filled.

ARTICLE LV MEETINGS

Section 4.01 - Place of Meetings

Meetings of the Board of Directors will be held at Gwinnett Technical College located at 5150 Sugarloaf Parkway, Lawrenceville, GA 30043 or at any other place designated by the Board of Directors.

Section 4.02 - Regular Meetings

The Board of Directors shall meet quarterly during February, May, August, and November of each year. The meetings will generally occur on the fourth Thursday of the specified month, but the specific date, time, and location of each meeting shall be set by the Chair.

Section 4.03 - Annual Meeting

The May meeting of the Board of Directors shall be designated as the annual meeting at which Directors and officers shall be elected. The new officers will begin their functions with the first meeting of the next fiscal year. In addition, the purpose of the annual meeting shall be to receive a full report of the progress of the Foundation for the preceding year and an outline of a program for the Foundation for the succeeding year.

Section 4.04 - Special Meetings

Special meetings of the Board of Directors may be called by the Chair or by a majority of the Directors. All business transacted at such meetings shall be valid as if the business had been transacted at a regular or annual meeting.

Section 4.05 - Quorum and Voting

A majority of the total number of Directors then in office shall be a quorum for the transaction of business and the affirmative vote of a majority of those Directors present, either in person or via any means of teleconference, shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Foundations Articles of Incorporation or these Bylaws. A lesser number shall be sufficient for the purposes of adjourning a meeting. Each member shall be entitled to one vote on each matter submitted to a vote. All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

Section 4.06 - Notice

Notice of the date, time, and place of all regular or special meetings of the Board of Directors or meetings of the committees may be given verbally, , via electronic communications or by other written notice, provided that sufficient time is given each Director to attend such meeting. Notice of quarterly meetings shall be given at least five (5) days prior to such meeting. All Directors shall receive at least fifteen (15) days electronic notice prior to the annual meeting. Notice of the meeting may be waived and the presence of a member at any meeting shall constitute a waiver by that Director of the notice required. Directors shall provide the Secretary with a mailing address to which written notice should be forwarded and shall be responsible for notify the Secretary of any change in said address.

Section 4.07 - Compensation

No member of the Board of Directors nor any Officer shall receive, directly or indirectly, any compensation for such services, except that any Director may be reimbursed for actual expenses reasonably incurred in performing the duties on behalf of the Foundation. The Foundation may employ such full-time or part-time staff or purchased services as the Board of Directors may from time to time determine at such compensation as the Board may authorize, provided it is authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

ARTICLE V FISCAL PROVISIONS

Section 5.01 - Execution of Instruments

Except as otherwise provided by law, promissory notes and other evidences of indebtedness of the Foundation will be signed by the Chair and the Secretary and/or Treasurer. Signature requirements for checks will be as established by the Finance Committee. Contracts, leases or other legal instruments executed in the name of and on behalf of the Foundation will be signed by the Chair and attested by the Secretary. The funds of the Foundation shall be deposited in such bank or banks as the Treasurer of the Foundation shall designate.

Section 5.02 - Maintenance of Records

The Foundation shall provide for the orderly maintenance of records of all transactions, including receipts and disbursements, and assets of all kinds. A report of such shall be presented to the Board of Directors at the annual meeting; provided, however, that the records shall always be open for inspection by any Director.

Section 5.03 - Annual Audits

The books and accounts of the Foundation shall be audited annually by independent auditors selected by the Board of Directors. A copy of the report of such audit shall be delivered to the Board of Directors.

Section 5.04 - Transfer of Property

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Foundation shall be valid only if signed by the Foundation acting through any two officers. Any transfer signed in this manner, having affixed thereon the seal of the Foundation, shall in all respects bind the Foundation as fully and completely as if each transaction had been authorized by a specific vote of the Board of Directors.

Section 5.05 - Application of Funds

All funds collected or earned by the Foundation shall be exclusively used for and applied to such plans, programs, expenditures and undertakings as the Board of Directors shall deem advisable, desirable or expedient to carry out the purposes of the Foundation as set forth in its Articles of Incorporation.

Section 5.06 - Indemnification of Directors

Each Director and each Officer of the Foundation now or hereafter serving as such shall be indemnified by the Foundation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Director or Officer to the maximum extent allowed by law and subject only to the prohibitions on indemnification contained in the Georgia Nonprofit Corporation Code as of the date of enactment of these Bylaws and as such Code may be amended from time to time (O.C.G.A. § 14-3-850 et.seq.). Upon notification of a threatened claim or lawsuit or upon notification that a claim or lawsuit has been filed, the Foundation shall, if approved by a majority of the Board of Directors, advance to the Director or Officer funds as provided under O.C.G.A. § 14-3-853 to enable said Director or Officer to obtain competent legal counsel to defend him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence, any claim wherein the Director or Officer has been adjudged liable to the Foundation or was adjudged liable on the basis that personal benefit was improperly received by said Director or Officer. The Board of Directors may obtain such insurance as may be necessary to provide for the indemnification provisions set forth herein.

ARTICLE VI
AMENDMENTS
Section 6.01 - Bylaws

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws, by a majority vote of the full Board of Directors at the annual meeting or at any special meeting specifically called for that purpose; provided, however, that the Bylaws at no time shall contain any provision inconsistent with applicable law or the Articles of Incorporation.

Section 6.02 - Articles of Incorporation

The Board of Directors shall have the power to alter, amend or repeal the Articles of Incorporation of this Foundation by a two-thirds (2/3) majority vote of the full Board of Directors at the annual meeting or at any special meeting specifically called for that purpose.

THIS IS TO CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE BYLAWS OF THE GWINNETT TECH FOUNDATION, INC.

SECRETARY, GWINNETT TECH FOUNDATION, INC.

Dated _____