



Policy Holder: GTF	Number: GTFPP-01-09	Revised:
Responsible Party: Executive Director		Effective Date:

ELECTION OF OFFICERS POLICY

The Gwinnett Tech Foundation, Inc. abides by the bylaws established in the area of election of officers.

As defined in the Gwinnett Tech Foundation, Inc. Bylaws: Article 3, Section 3.02 states that 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.