

BYLAWS

OF

GEORGIA TECH ALUMNI ASSOCIATION, INC.

Incorporated under the laws of the State of Georgia

ARTICLE ONEARTICLE ONE - NAME, LOCATION, AND OFFICES

Name, Location, and Offices

1.1 NameSection 1.1 Name. The name of this corporation shall be "GEORGIA TECH ALUMNI ASSOCIATION, INC."

1.2 Registered Office and AgentSection 1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other OfficesSection 1.3 Other Offices. The principal office of the corporation shall be located in the State of Georgia. The corporation may have other offices at such place or places, 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 TWOARTICLE TWO - PURPOSES AND GOVERNING INSTRUMENTS

Purposes and Governing Instruments

2.1 Nonprofit CorporationSection 2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable PurposesSection 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. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To engage in programs and activities which attract outstanding students to Georgia Tech and produce graduates who are competent, mature, and well balanced;

(b) To engage in programs and activities which create institutional pride within the entire Georgia Tech family and which serve to develop and enhance Georgia Tech's public image;

(c) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable and educational purposes hereof;

(d) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws, or in accordance with determinations made by the Board of Trustees pursuant to the articles of incorporation and these bylaws; and

(e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees in its discretion, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Georgia law, including the Georgia Nonprofit

Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

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 Section 2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE

Membership ARTICLE THREE - MEMBERSHIP

3.1 Membership. Section 3.1 Membership Membership in the corporation is open to all graduates of Georgia Tech, all former students of Georgia Tech who regularly matriculated and left Georgia Tech in good standing, active and retired members of the faculty and administration staff, and those who have rendered some special and conspicuous service to Georgia Tech or to this corporation.

3.2 Classes of Membership. Section 3.2 Classes of Membership The Board of Trustees shall have the power to admit members to the corporation, and may establish various classes of membership and prescribe criteria for each. The membership of the corporation shall consist of three (3) classes of members: (a) regular members, (b) associate members, and (c) honorary members.

3.3 Qualifications of Regular Members. Section 3.3 Qualifications of Regular Members Any person who is a graduate of Georgia Tech or a former student of Georgia Tech who regularly matriculated and left Georgia Tech in good standing shall be eligible for regular membership in the corporation.

3.4 Qualifications of Associate Members. Section 3.4 Qualifications of Associate Members Any person who is an active or retired member of the faculty or administrative staff of Georgia Tech and affiliated entities shall be eligible for associate membership in the corporation.

3.5 Qualifications of Honorary Members. Section 3.5 Qualifications of Honorary Members Honorary membership in the corporation may be conferred upon any person in recognition of such person's distinguished and conspicuous service to Georgia Tech or to this corporation. Honorary membership may be conferred in the discretion of the Board of Trustees of the corporation.

3.6 Ascertaining Qualifications of All Classes of Membership. Section 3.6 Ascertaining Qualifications of All Classes of Membership The Board of Trustees is empowered to provide such means of ascertaining the qualifications of prospective members of each class of membership as it may deem necessary or desirable. The Board of Trustees may delegate the powers conferred by this section to such committee as it may designate.

3.7 Election of Members. Section 3.7 Election of Members Members of the corporation may be elected by the affirmative vote of a majority of trustees present at a meeting at which a quorum is present at the time. Notwithstanding the preceding sentence, honorary members may be elected only by the Board of Trustees of the corporation.

3.8 Voting Rights. Section 3.8 Voting Rights Only regular members in good standing of the corporation shall be entitled to vote and then only on matters submitted by the Board of Trustees to a vote of the membership. Each such member shall be entitled to one vote on each such matter unless otherwise determined by the Board of Trustees. Anything in these bylaws to the contrary notwithstanding, except as determined from time to time by the Board of Trustees in its sole discretion, members shall not have voting or other rights. Associate and honorary members shall have no voting rights, but shall be entitled to be heard at any meeting of the members.

3.9 Termination of Membership. Section 3.9 Termination of Membership By the affirmative vote of a majority of all the trustees then in office, the Board of Trustees may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the

payment of dues or who shall fail to comply with rules of the corporation or who shall conduct themselves in a manner unbecoming to the Association. No suspension or expulsion of a member or termination of membership shall be made by the Board of Trustees unless written notice of such proposed action and the grounds therefor shall have been given to such member at least thirty (30) days prior to the taking of such action and, in the discretion of the Board of Trustees, such member shall have been afforded a reasonable opportunity for explanation and for correction.

3.10 Resignation. Section 3.10 Resignation Any member may resign by filing a written notice of resignation with the secretary of the corporation, the chair of the membership committee, or with such other person as the Board of Trustees shall designate from time to time. However, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3.11 Reinstatement. Section 3.11 Reinstatement Upon written request signed by a former member and filed with the secretary of the corporation or with the chair of the membership committee or with such other person as the Board of Trustees may designate, the Board of Trustees may reinstate such former member to membership upon such terms and subject to such conditions as the Board of Trustees shall determine. However, no former member shall be eligible for reinstatement unless such former member otherwise meets all applicable qualifications and requirements for membership.

3.12 Transfer of Membership. Section 3.12 Transfer of Membership Membership in the corporation shall not be transferable or assignable.

3.13 Standards of Conduct. Section 3.13 Standards of Conduct Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the corporation. Any member in violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the Board of Trustees may determine in its discretion, including termination or suspension of membership.

ARTICLE FOUR

Meetings of Members ARTICLE FOUR - MEETINGS OF MEMBERS

4.1 Annual Meeting. Section 4.2 Annual Meeting An annual meeting of members may be held at such time as the Board of Trustees shall determine and notify the membership, for the purpose of informing the membership of any business related to the Association and its mission.

4.2 Notice of Annual Meeting. Section 4.4 Notice of Annual Meeting Unless waived as contemplated in Section 7.2 or by attendance at the meeting, notice of the time and place of such annual meeting shall be given by the secretary by publishing such notice in an alumni periodical of general circulation or by mailing a copy thereof to each member or delivering same to him or her in person, or to its office in the case of an organization which is a member, no fewer than ten (10) days before such meeting.

4.3 Waiver. Section 4.6 Waiver Attendance by a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven ("Notice and Waiver").

4.4 Presiding Officer. Section 4.9 Presiding Officer The chair or, in the absence of the chair, a vice chair of the corporation shall preside at all meetings of the members; or, in the absence of both the chair and all vice chairs, a presiding officer shall be chosen by the members present. The secretary of the corporation shall act as secretary of all meetings of the members; but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE FIVE

Board of Trustees ARTICLE FIVE - BOARD OF TRUSTEES

5.1 Authority and Responsibility of the Board of Trustees. Section 5.1 Authority and Responsibility of the Board of Trustees

(a) The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.

(b) The governing body of the corporation shall be the Board of Trustees. The Board of Trustees 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 prosecute the corporation's purposes and objectives and supervise the disbursement of its funds. The Board of Trustees 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; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The Board of Trustees shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, trustee, officer, trustee, or other private person or individual.

(d) The Board of Trustees 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.

(e) The Board of Trustees 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.

5.2 Regular Board of Trustees. Section 5.2 Regular Board of Trustees The regular Board of Trustees shall consist of no fewer than thirty-six (36) members, which number shall include the chair, the past chair, the vice chairs and the president of the corporation, the then serving president of Georgia Tech or his or her designee, and the then serving chair 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 chair of the Georgia Tech Foundation shall be referred to in these bylaws as "designated trustees." The Board of Trustees 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. Anything in these bylaws to the contrary notwithstanding, the members of the Board of Trustees of the corporation must always be then serving regular members, associate members or honorary members of the corporation; members of the Board of Trustees shall represent the broad interests of the corporation's membership.

5.3 Manner of Election. Section 5.3 Manner of Election and Term of Office The trustees of the corporation shall be elected by the vote of the regular members of the corporation in accordance with the following procedures:

(a) The nominating committee, acting in accordance with Section 10.1 of these bylaws, shall present to the trustees of the corporation one nomination for each seat on the Board of Trustees which is vacant or about to expire.

(b) Those nominees shall be identified and publicized in a Georgia Tech alumni publication of general circulation to the regular members of the corporation. The regular members of the corporation shall vote on the trustee nominees, and the nominees receiving the most votes shall be elected as trustees of the corporation. Any member who fails to return a properly completed ballot shall be considered to have voted in favor of the election of the nominated trustees.

5.4 Terms of Office. Section 5.4 Terms of Office Each regular trustee elected in accordance with the provisions of Section 5.3 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. 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. 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.

5.5 Removal. Section 5.5 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 of Trustees, 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 removed trustee's successor may be elected at the same meeting to serve the unexpired term.

5.6 Vacancies. Section 5.6 Vacancies Except in the case of a designated trustee, any vacancy in the Board of Trustees arising at any time and from any cause, including the authorization of an increase in the number of trustees, may be filled for the unexpired term at any meeting of the Board of Trustees by a majority of 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.

5.7 Committees of the Board of Trustees. Section 5.7 Committees of the Board of Trustees By resolution adopted by a majority of the full Board of Trustees, the Board of Trustees may designate from among its members an executive committee consisting of three (3) or more trustees, which number shall always include the current chair, the past chair, the vice chairs and the president of the corporation. See also Article Nine.

By resolution adopted by a majority of trustees present at a meeting at which a quorum is present, the Board of Trustees may designate from among its members one or more other committees, each consisting of two (2) or more trustees. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Ten ("Committees of Trustees").

5.8 Compensation. Section 5.8 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.

ARTICLE SIX

Meetings of the Board of Trustees ARTICLE SIX - MEETINGS OF THE BOARD OF TRUSTEES

6.1 Place of Meetings. Section 6.1 Place of Meetings Meetings of the Board of Trustees may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

6.2 Annual Meeting; Notice. Section 6.2 Annual Meeting; Notice An annual meeting of the Board of Trustees may be held at such place as the Board of Trustees shall determine on such day and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 7.2, notice of the time and place of such annual meeting shall be given by the secretary in accordance with the provisions of Section 7.1 no fewer than ten (10) days before such annual meeting.

6.3 Regular Meetings; Notice. Section 6.3 Regular Meetings; Notice Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times and at such places as the Board of Trustees may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary in accordance with the provisions of Section 7.1 no fewer than five (5) days before such regular meeting.

6.4 Special Meetings; Notice. Section 6.4 Special Meetings; Notice Special meetings of the Board of Trustees may be called by or at the request of the chair or the president or by any twelve (12) of the trustees in office at that time. Notice of the time, place and purpose of any special meeting of the Board of

Trustees shall be given by the secretary in accordance with the provisions of Section 7.1 to the Board of Trustees at least five (5) days before such meeting.

6.5 Waiver. Section 6.5 Waiver Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven ("Notice and Waiver").

6.6 Quorum. Section 6.6 Quorum At meetings of the Board of Trustees, a majority of the trustees present at the meeting shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than twelve (12) trustees constitute a quorum.

6.7 Vote Required for Action. Section 6.7 Vote Required for Action Except as otherwise provided in these bylaws or by law, the act of a majority of trustees present at a meeting shall be the act of the Board of Trustees. Adoption, amendment, and repeal of a bylaw are provided for in Article Fifteen of these bylaws. Vacancies in the Board of Trustees may be filled as provided in Section 5.6 of these bylaws.

6.8 Action by Trustees Without a Meeting. Section 6.8 Action by Trustees Without a Meeting Any action required or permitted to be taken at a meeting of the Board of Trustees 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 of Trustees. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

6.9 Telephone and Similar Meetings. Section 6.9 Telephone and Similar Meetings Trustees may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.10 Adjournments. Section 6.10 Adjournments A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SEVEN

Notice and Waiver ARTICLE SEVEN - NOTICE AND WAIVER

7.1 Procedure. Section 7.1 Procedure Whenever these bylaws require notice to be given to any member or trustee, the notice shall be given in accordance with this Section 7.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by an alumni publication of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

7.2 Waiver. Section 7.2 Waiver A member or trustee may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the member or trustee entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's or trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the member or trustee at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE EIGHT

Officers ARTICLE EIGHT - OFFICERS

8.1 Number and Qualifications. Section 8.1 Number and Qualifications The executive officers of the corporation shall consist of a chair, past chair, one or more vice chairs, and the president. The Board of Trustees 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, a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

8.2 Election and Term of Office. Section 8.2 Election and Term of Office The executive officers of the corporation, including the chair, past chair, the vice chairs, the president, the secretary, and the treasurer, shall be elected annually by the Board of Trustees of the corporation; and while holding such offices, the past chair, the chair, the vice chairs and the president shall serve as members of the Board of Trustees of the corporation. Such officers 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. Any other officers or assistant officers appointed by the Board of Trustees under Section 8.1 of these bylaws shall serve at the will of the Board of Trustees and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. See Section 10.1 ("Nominating Committee").

8.3 Other Agents. Section 8.3 Other Agents The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

8.4 Removal. Section 8.4 Removal Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees 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.

8.5 Vacancies. Section 8.5 Vacancies 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 of Trustees.

8.6 Chair. Section 8.6 Chair... As the chief volunteer officer of the corporation, the chair shall oversee and provide leadership to the Board of Trustees and work with the president of the corporation to ensure that all orders and resolutions of the Board of Trustees are carried out. The chair shall preside at all meetings of the members and of the Board of Trustees. The chair shall also serve as a member, with right to vote, of the Board of Trustees and of any executive committee of the Board of Trustees 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 of Trustees may from time to time prescribe.

8.7 Vice Chairs. Section 8.7 Vice Chairs The vice chairs, in the order of their seniority, unless otherwise determined by the chair or by the Board of Trustees, shall, in the absence or disability of the chair, perform the duties and have the authority and exercise the powers of the chair. They shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

8.8 President. Section 8.8 President The president shall be the chief executive officer of the corporation and, as such, shall exercise general supervision of all operations and personnel of the corporation, subject to the control of the Board of Trustees. The president shall report directly to the Executive Committee and the terms of employment shall be made annually from the Executive Committee.

The president shall serve as a member, with right to vote, of the Board of Trustees and of any executive committee of the Board of Trustees and as a voting member, ex officio, of any and all other committees of trustees.

The president shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the president shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. The president shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Trustees, and the other officers and employees of the corporation shall be under his or her supervision and control during such interim. The president shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

8.9 Vice Presidents. Section 8.9 Vice Presidents The vice presidents unless otherwise determined by the president or by the Board of Trustees, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the president may from time to time prescribe or delegate.

8.10 Secretary. Section 8.10 Secretary

(a) The secretary 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.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Trustees or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.

8.12 Treasurer. Section 8.12 Treasurer

(a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Trustees.

(b) The treasurer shall disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Trustees, and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board of Trustees shall direct.

(c) If required by the Board of Trustees, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the president may from time to time prescribe or delegate.

ARTICLE NINE

Committees of Trustees ARTICLE NINE - COMMITTEES OF TRUSTEES

9.1 Executive Committee. Section 9.1 Executive Committee By resolution adopted by a majority of the trustees in office, the Board of Trustees will designate from among its members an executive committee consisting of three (3) or more trustees, including the past chair, the chair, the vice chairs and the president of the corporation, which executive committee shall have and exercise the authority of the Board of Trustees 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 of Trustees, or any individual trustee, of any responsibility imposed upon it or him or her by law. The executive committee shall keep the Board of Trustees 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 of Trustees not later than at the meeting of the Board of Trustees next succeeding such action.

9.2 Other Committees of Trustees. Section 9.2 Other Committees of Trustees Other committees, each consisting of two (2) or more trustees, not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the corporation. 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.

9.3 Advisory and Other Committees. Section 9.3 Advisory and Other Committees The Board of Trustees may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not trustees of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Trustees on matters relating to the business and affairs of the corporation; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the corporation, unless the Board of Trustees otherwise provides. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

9.4 Term of Appointment. Section 9.4 Term of Appointment Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees 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.

9.5 Chair. Section 9.5 Chair.. One member of each committee shall be appointed chair thereof.

9.6 Vacancies. Section 9.6 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.

9.7 Quorum. Section 9.7 Quorum Unless otherwise provided in the resolution of the Board of Trustees 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.

9.8 Rules. Section 9.8 Rules Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE TEN

Special and Standing Committees ARTICLE TEN - SPECIAL AND STANDING COMMITTEES

10.1 Nominating Committee. Section 10.1 Nominating Committee The nominating 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 nominating committee shall select candidates 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 of Trustees. The nominating committee shall also be responsible for maintaining and evaluating the bylaws of the corporation on an ongoing basis and for proposing amendments to the bylaws to the Board of Trustees as required.

10.2 Compensation Committee. Section 10.2 Compensation Committee The compensation committee shall consist of the past chair, the chair, the chair-elect and the president. Among the duties of the compensation committee shall be to monitor, evaluate, advise and make recommendations to the president and to the Board of Trustees on matters relating to the compensation and evaluation of officers and key members of the staff of the corporation.

10.3 Audit Committee. Section 10.3 Audit Committee The audit committee shall be consist of the vice chair for finance, the president and the treasurer and two (2) other trustees, and such other persons as the president may select. The audit committee shall assist the Board of Trustees in providing oversight of the corporation's accounting and financial reporting processes, system of internal controls, and the audits of the corporation's financial records and statements. The audit committee shall work with the president in engaging an independent auditor on an annual basis to perform an audit of the corporation's financial records. The audit committee shall also assist the Board of Trustees in the oversight of the corporation's compliance with legal and regulatory requirements; the independence, performance and qualifications of the independent auditor; and the performance of the corporation's internal audit function.

10.4 Special Committees. Section 10.4 Special Committees The chair, after consultation with the Board of Trustees, 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 of Trustees upon their appointment.

10.5 Term of Appointment. Section 10.5 Term of Appointment Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees or 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.

10.6 Chair. Section 10.6 Chair... One member of each committee shall be appointed chair thereof.

10.7 Vacancies. Section 10.7 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.

10.8 Quorum. Section 10.8 Quorum Unless the Board of Trustees directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

10.9 Rules. Section 10.9 Rules... Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE ELEVEN

Dues ARTICLE ELEVEN - DUES

11.1 Annual Dues. Section 11.1 Annual Dues Annual membership dues, if any, of the corporation shall be determined by the Board of Trustees prior to the beginning of each fiscal year. Dues so established shall be paid annually or in such other manner as may be established by the Board of Trustees. The dues of a new member who is elected during any fiscal year may be subject to proration from the first day of the month in which such new member is elected, for the remainder of the fiscal year.

11.2 Termination for Non-Payment of Dues. Section 11.2 Termination for Non-Payment of Dues Subject to the provisions of Section 3.9 above, when at the end of any period in a fiscal year as determined by the

Board of Trustees, prior to the beginning of the year, the dues of any member (unless waived under the provisions of these bylaws) remain unpaid for that period, his or her membership thereupon may be terminated; and he or she shall be so notified by any officer of the corporation.

11.3 Reinstatement. Section 11.3 Reinstatement Any person whose membership has been terminated for failure to pay dues may be considered for reinstatement upon submission of a new application for membership, accompanied by a reinstatement fee as determined by the Board of Trustees. Dues shall be charged from the date of such reinstatement. See Section 3.11 ("Reinstatement").

11.4 Power to Waive. Section 11.4 Power to Waive The Board of Trustees may cancel, waive, or extend the time for payment of any dues, assessments, or other indebtedness of a member for any period.

ARTICLE TWELVE

Contracts, Checks, Deposits, and Funds ARTICLE TWELVE - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

12.1 Contracts. Section 12.1 Contracts The Board of Trustees has authorized through these bylaws, in addition to 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.

12.2 Checks, Drafts, Notes, Etc. Section 12.2 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 of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

12.3 Deposits. Section 12.3 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 of Trustees may select.

12.4 Gifts. Section 12.4 Gifts... The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE THIRTEEN

Indemnification and Insurance ARTICLE THIRTEEN - INDEMNIFICATION AND INSURANCE

13.1 Indemnification. Section 13.1 Indemnification In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

13.2 Indemnification Not Exclusive of Other Rights. Section 13.2 Indemnification Not Exclusive of Other Rights The indemnification provided in Section 13.1 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 members or 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, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13.3 Insurance. Section 13.3 Insurance To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE FOURTEEN

Miscellaneous ARTICLE FOURTEEN - MISCELLANEOUS

14.1 Books and Records. Section 14.1 Books and Records The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees. The corporation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under Georgia law.

14.2 Corporate Seal. Section 14.2 Corporate Seal The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

14.3 Fiscal Year. Section 14.3 Fiscal Year The Board of Trustees is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

14.4 Internal Revenue Code. Section 14.4 Internal Revenue Code All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

14.5 Construction. Section 14.5 Construction Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

14.6 Table of Contents; Headings. Section 14.6 Table of Contents; Headings The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

14.7 Relation to Articles of Incorporation. Section 14.7 Relation to Articles of Incorporation These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE FIFTEEN

Amendments ARTICLE FIFTEEN - AMENDMENTS

15.1 Power to Amend Bylaws. Section 15.1 Power to Amend Bylaws The Board of Trustees shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

15.2 Conditions. Section 15.2 Conditions Action by the Board of Trustees with respect to bylaws shall be taken by the affirmative vote of a majority of all trustees then holding office.

ARTICLE SIXTEEN

Tax-Exempt Status ARTICLE SIXTEEN - TAX-EXEMPT STATUS

16.1 Tax-Exempt Status. Section 16.1 Tax-Exempt StatusSection 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 SEVENTEEN

Adoption of Bylaws ARTICLE SEVENTEEN - ADOPTION OF BYLAWS

GEORGIA TECH ALUMNI ASSOCIATION, INC. was organized under the laws of the State of Georgia as of September 24, 1947. These bylaws were adopted and became effective as of _____, 2004.

APPROVED:

GEORGIA TECH ALUMNI ASSOCIATION, INC.

By: _____
JOE IRWIN, President

ATTEST:

_____, Secretary

[CORPORATE SEAL]

BYLAWS

OF

GEORGIA TECH ALUMNI ASSOCIATION, INC.

Incorporated under the laws of the State of Georgia

Adopted by the Board of Trustees as of _____, 2004.

These are the Bylaws of Georgia Tech Alumni Association, Inc., adopted by resolution of the Board of Trustees, effective as of the ___ day of _____, 2004.

JOE IRWIN, President

Date: _____, 2004