

Resolution to Amend Articles III and VI of the Bylaws of the
Georgia Tech Research Corporation (GTRC)
Board of Trustees and Duties of Officers

WHEREAS, ARTICLE III – BOARD OF TRUSTEES of the Bylaws of the Georgia Tech Research Corporation as amended on March 1, 1997, states:

Affairs of this Corporation shall be managed by, or under the authority of, a Board of Trustees named or elected pursuant to the Charter. The term of each member of the Board of Trustees appointed by the President of the Georgia Institute of Technology shall be subject to the will of said President, as set forth in the Charter, and the term of each other member of the Board of Trustees shall be determined by the entity of person electing such member; provided, however, that no person may be elected for a term of more than three years and no Trustee may serve more than two consecutive three (3) year terms except for the President of the Georgia Institute of Technology and his two (2) direct appointees. No person who is an employee of the State of Georgia or any of its departments or agencies shall be eligible for service as a member of the Board of Trustees of this Corporation, except the President of the Georgia Institute of Technology and his two (2) appointees.

and,

WHEREAS, ARTICLE VI – DUTIES OF OFFICERS of the Bylaws of GTRC states in Sections 3 and 4:

Sec. 3: The President shall be elected by the Board of Trustees; however, he/she shall be the same person as the incumbent, President, Acting President, or other Chief Executive Officer of the Georgia Institute of Technology. The President shall be responsible to and report to the Board of Trustees and shall have general authority over all research, engineering, and technical phases of the Corporation, but not including the financial or business affairs of the Corporation, and shall be the medium of communication between the Georgia Institute of Technology on the one hand and the Board of Trustees on the other.

Sec. 4: The Vice President for Research shall be elected by the Board of Trustees, and shall be the Vice Provost for Research of the Georgia Institute of Technology or such other person employed by Georgia Tech, regardless of their title, responsible for sponsored research policy formulation and implementation at the Georgia Institute of Technology. The Vice President for Research shall act for the President in the absence of the President and shall be the principal liaison between the Georgia Institute of Technology and the Board of Trustees.

WHEREAS, ARTICLE XI AMENDMENT TO THE BYLAWS of the Bylaws of the Georgia Tech Research Corporation as amended on March 1, 1997, states:

These Bylaws may be altered or amended in whole or in part at any annual meeting, or at any special meeting provided the notice of such proposed amendments shall have been included in the notice of call of the meeting, but all amendments to the Bylaws shall require the affirmative vote of at least a majority of the members of the Board of Trustees, whether in person or in writing, as provided in Article IV.

and,

WHEREAS, the Board of Trustees received a letter from G.P. “Bud” Peterson, the current President of Georgia Institute of Technology and GTRC, recommending that the Board amend the Bylaws to permit the appointment of a member of the Executive Leadership of Georgia Tech to serve as the President of the Corporation; and

WHEREAS, the Executive Leadership of Georgia Tech includes an Executive Vice President for Research, a Provost and Executive Vice President for Academic Affairs, and an Executive Vice President for Administration and Finance; and

WHEREAS, the Executive Vice President for Research provides strategic and operational leadership for research at Georgia Tech and is best able to provide leadership for GTRC, and

WHEREAS, the Board of Trustees has further determined that these amendments will serve to further the research interests of Georgia Tech, and

WHEREAS, the Board of Trustees desires to amend Georgia Tech Research Corporation’s Bylaws to provide that either Georgia Tech’s President or a faculty member who is a member of the Executive Leadership of the Institute appointed by him or her shall serve as President of the Corporation; and

NOW THEREFORE BE IT RESOLVED, ARTICLE III – BOARD OF TRUSTEES of the Bylaws of the Georgia Tech Research Corporation is amended to read:

Affairs of this Corporation shall be managed by, or under the authority of, a Board of Trustees named or elected pursuant to the Charter. The term of each member of the Board of Trustees appointed by the President of the Georgia Institute of Technology shall be subject to the will of said President, as set forth in the Charter, and the term of each other member of the Board of Trustees shall be determined by the entity of person electing such member; provided, however, that no person may be elected for a term of more than three years and no Trustee may serve more than two consecutive three (3) year terms except for the President of the Georgia Institute of Technology and his or her direct appointees. No person who is an employee of the State of Georgia or any of its departments or agencies

shall be eligible for service as a member of the Board of Trustees of this Corporation, except the President of the Georgia Institute of Technology and his or her appointees.

BE IT FURTHER RESOLVED, ARTICLE VI – DUTIES OF OFFICERS SECTIONS 3 AND 4 of the Bylaws of the Georgia Tech Research Corporation are amended to read:

Sec. 3: The President shall be elected by the Board of Trustees; however, he/she shall be the same person as the incumbent, President, Acting President, or Senior Executive reporting directly to the President of the Georgia Institute of Technology. The President of the Corporation shall be responsible to and report to the Board of Trustees and shall have general authority over all research, engineering, and technical phases of the Corporation, but not including the financial or business affairs of the Corporation, and shall be the medium of communication between the Georgia Institute of Technology on the one hand and the Board of Trustees on the other.

Sec. 4: The Vice President for Research shall be elected by the Board of Trustees, and shall be a Vice President for Research of the Georgia Institute of Technology or such other person employed by Georgia Tech, regardless of their title, responsible for sponsored research policy formulation and implementation at the Georgia Institute of Technology. The Vice President for Research shall act for the President in the absence of the President and shall be the principal liaison between the Georgia Institute of Technology and the Board of Trustees.