Georgia Tech Foundation, Inc.
Minutes of the Special Meeting of the Board of Trustees
September 20, 2013

The Board of Trustees of Georgia Tech Foundation, Inc. met at 8:40 a.m. on Friday, September 20, 2013, in the Georgia Tech Hotel and Conference Center Ballroom.


Ex-officio voting trustees present were: Walter G. Ehmer, G. P. Peterson and Robert N. Stargel Jr.

Board Officers present were: Gary T. Jones, James R. Lientz Jr., Charles D. Moseley and David A. Perdue.

Corporate Officers present were: Mark W. Long and Al Trujillo.

Ex-officio non-voting trustees present were: Rafael L. Bras, Barrett H. Carson, Stephen E. Cross and Steven G. Swant.


Proposal to Amend the Bylaws: Mr. Lientz reported the Governance Committee recommended an amendment to the Bylaws to add the position of Chief Research Officer of Georgia Tech as a non-voting ex-officio trustee. He stated that approximately one-half of the Institute’s budget is research related and that all research operations have been consolidated under this position, currently occupied by Dr. Stephen E. Cross. Dr. Cross also serves as a member of the President’s Cabinet. On motion, the Board approved the amendment to Article II,
Section 2 of the Bylaws, adding the Chief Research Officer of Georgia Tech as a non-voting ex-officio trustee of the Foundation. The amendment is attached hereto as Exhibit A.

**Meeting Adjourned:** There being no further business, the meeting was adjourned.

Respectfully submitted,

Mark W. Long  
Secretary

Approved:

James R. Lientz Jr.  
Chair
Bylaws, Article II, Section 2

The Board shall consist of no fewer than fifteen (15) nor more than forty-five (45) elected trustees ("Elected Trustees"), such number to be fixed from time to time by the Board, four (4) Board Officers, initially five (5) ex-officio voting trustees ("Ex-officio voting Trustees"), and initially three (3) ex-officio non-voting trustees ("Ex-officio non-voting Trustees"). A reduction in the number of Elected Trustees shall not have the effect of shortening the term of office of any Trustee. The Ex-officio voting Trustees shall be the President of GIT; the Chairman of the Georgia Tech Advisory Board; and the Chair, Past Chair and Chair-Elect of the Georgia Tech Alumni Association, Inc. The Ex-officio non-voting trustees shall be the Chief Academic Officer of GIT; the Chief Administration and Finance Officer of GIT; and the Chief Development Officer of GIT; and the Chief Research Officer of GIT. Board Officers, Elected and Ex-officio voting Trustees ("Voting Trustees") shall be voting members of the Board and any Committees (as hereinafter defined) to which they are elected or of which they are serving as ex-officio members and, unless otherwise provided for in the Articles of Incorporation or these Bylaws, shall have all the same rights, powers and duties. Ex-officio non-voting trustees shall be non-voting members of the Board and any Committees (as hereinafter defined) to which they are serving as ex-officio members. Additionally, the Board may from time to time at its sole discretion appoint additional ex-officio voting or ex-officio non-voting trustees.