

## **BOARD RESOLUTION APPROVING AMENDMENT OF BYLAWS**

### **AMENDMENT OF BYLAWS,**

**RESOLVED FURTHER**, that Article IV, Section 2, of the Bylaws of the Georgia Chapter Roof Consultants Institute, Inc. (GARCI) is hereby amended to delete such Section in its entirety and to replace such Section with the following:

*Article IV, Section 2. The Board of Directors shall be comprised of the following members: The President, Vice President, Immediate Past President, Secretary, Treasurer, and up to three Directors. The minimum Board for governance of the Chapter shall be composed of the President, Vice President and Secretary/Treasurer. The RCI Region Director shall serve as an ex-officio member of the Chapter Board of Directors, with membership on the board automatically renewing each year and extending to newly elected or appointed RCI Region Directors. A Liaison shall represent each Chapter Branch and serve a one year term. The Board shall execute the responsibilities outlined in the Chapter Bylaws, combining duties where officers are not elected because of a smaller board size. A majority of the Board shall be Professional Members. Professional members are defined in RCI Bylaws.*

**RESOLVED**, that the officers of GARCI are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

**RESOLVED FURTHER**, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified on January 10, 2014 by unanimous vote, confirmed and approved as the acts and deed of GARCI.