

Proposed Amendment to GOAL Academy Bylaws

**Section 3.18. Director Emeritus.** The Board of Directors shall have the authority to elect one or more individuals as a director emeritus, each for a term of two (2) years, with the opportunity for one renewal term for a total of four (4) years. Each director emeritus shall serve in an advisory capacity to the Board of Directors and shall not otherwise have the power or authority of a director of the corporation, and shall not have the power or authority to vote on any matters submitted to a vote of the Board of Directors, nor shall the presence of any such director emeritus at a meeting of the Board of Directors be counted for quorum or other attendance purposes. A director emeritus may participate in executive sessions and may advise the Board unless prevented by a disclosed conflict as defined within section VI. The director emeritus must be twenty-one years of age or older, served on the Board of Directors within the last two (2) years prior to the start of their first term as a director emeritus, exhibit and profess a strong desire to be involved in the success of GOAL, and be willing to work with other Directors, GOAL staff and faculty, and others in achieving specific goals or completing projects adopted by the Board of Directors, and have a willingness to accept and support decisions democratically made. Directors emeritus shall be subject to the same conflicts of interest policies, confidentiality requirements, and expectations regarding attorney-client privilege as all other members of the Board of Directors. Directors emeritus may resign and be removed using the same procedures as apply to other members of the Board of Directors as provided in these Bylaws.