

North Dakota Association for Gifted Children

Bylaws

ARTICLE I – NAME and PURPOSE

SECTION 1. NAME. The name of the corporation shall be the North Dakota Association for Gifted Children (“NDAGC”).

SECTION 2. PURPOSE. The purposes of the NDAGC are to promote the needs of the gifted in North Dakota through advocacy, education, and scientific research. The goals are as follows:

- a. To advocate and promote an awareness of the academic, intellectual, and social-emotional needs of North Dakota’s gifted children including underserved gifted populations in public and private schools, colleges and universities, and other settings;
- b. To stimulate among teachers, parents, public officials, educational administrators and others in the general public a deeper understanding and interest in the needs of the gifted;
- c. To provide a forum for the exchange of information and ideas that foster collaboration and cooperation among all stakeholders;
- d. To encourage and stimulate the best possible training and access to resources and information that concern gifted children for all educators;
- e. To encourage and stimulate research in the area of gifted education, particularly in the State of North Dakota.

SECTION 3. TAX-EXEMPT PURPOSE.

- a. The NDAGC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. No part of the net earnings of the NDAGC shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the NDAGC shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the NDAGC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the

NDAGC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

- c. Upon the dissolution of the NDAGC, after paying or making provisions for the payment of all the legal liabilities of the NDAGC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1. NUMBER OF BOARD OF DIRECTORS. The NDAGC shall be managed by a Board of Directors. The Board of Directors shall consist of six (6) persons. All Directors must be current Members of the Corporation. The number of Directors may be increased or decreased by action of the Board of Directors provided that any action shall require a vote of the majority of all the then members of the Board of Directors. No decrease shall shorten the term of any Director then in office.

SECTION 2. ELECTION OF THE BOARD OF DIRECTORS AND TERM OF OFFICE. The Directors shall be elected at the annual meeting. Each Director shall serve for a term of three years until a successor has been elected.

SECTION 3. TERMINATION OF DIRECTORSHIPS.

- a. Any Director may be removed with or without cause by the affirmative vote two-thirds of the members of the Board of Directors.
- b. A Director may resign at any time by giving written notice to the Board of Directors or to an office of the NDAGC. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 4. REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.

- a. An annual meeting of the Board of Directors of the NDAGC shall be held each year. Annual Meetings shall be called by the Board's Chair, or by any two (2) voting directors then in office.

- b. Special meetings may be called by or at the direction of the Board's Chair, the President, or a majority of the Directors then in office.
- c. Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.
- d. Except to the extent herein provided, a majority of the members of the Board of Directors then in office shall constitute a quorum. At a meeting held to remove one or more Directors a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a vote of majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the Minutes of the NDAGC shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

SECTION 4. POWERS. The Board of Directors shall have general planning and supervision responsibilities for the affairs of NDAGC and shall be the policy-making body to conduct the business of the NDAGC, including the following powers:

- a. To determine the philosophy and direction of the NDAGC;
- b. To create committees and other working groups as necessary to further the work of the NDAGC;
- c. To approve the annual operating budget, and to approve any borrowing or other financial obligation not contained in the annual operating budget of the NDAGC;
- d. To take such other actions as may be taken by a nonprofit Corporation in accordance with the NDAGC's Articles of Incorporation and the laws of the state of North Dakota, NDCC Chapter 10-33, as amended.

ARTICLE III: OFFICERS

SECTION 1. OFFICER. The officers of the NDAGC shall minimally consist of a President, a Secretary, and a Treasurer. All officers must be current members of the Corporation. The

NDAGC shall have such other Regional Representatives as the Board of Directors may deem necessary to assure representation among the officers of the various regions of the state of North Dakota and such officers shall have the authority prescribed by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person.

SECTION 2. TERM OF OFFICE, REMOVAL, AND FUNCTIONS. All officers shall hold office for a term of two years from annual meeting to annual meeting, and/or until their successors have been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time by the affirmative vote of three-fourths of the members of the Board

SECTION 3. ELECTION OF OFFICERS. Election of Officers. The officers of the NDAGC shall be elected annually by the directors at the Annual Meeting of the Board of Directors, and each shall serve at the pleasure of the Board. Unless a shorter term is provided in the resolution of the Board electing such officer, all officers shall hold office for a term of two years from annual meeting to annual meeting, and/or until their successors have been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time by the affirmative vote of three-fourths of the members of the Board.

SECTION 4. DUTIES OF OFFICERS.

a. The President shall:

- i. be chief executive officer of the NDAGC;
- ii. have the responsibility for the general management of the NDAGC;
- iii. carry out the resolutions of the Board of Directors;
- iv. serve as an ex-officio member on all corporation committees;
- v. appoint the chairpersons of all committees; and
- vi. perform all other duties entrusted to him/her by the Board of Directors

b. The Secretary of this Corporation shall:

- i. record the minutes of all regular, special, and Executive Committee meetings and disseminate to Board Members;
- ii. maintain official files, records, books, and membership rolls;
- iii. Serve all notices for the NDAGC which shall have been authorized by the Board of Directors; and
- iv. Perform all other duties as delegated by the Board of Directors, or the President.

c. The Treasurer of this Corporation shall;

- i. receive, hold, and disburse all funds and securities of the NDAGC as provided by the budget or voted by the Board of Directors, and shall

- deposit said funds in the name of the NDAGC in such bank accounts as the Board of Directors may from time to time determine;
- ii. present brief financial statements at Board of Directors' meetings;
- iii. when duly authorized by the Board of Directors, sign checks, drafts, notes and orders for the payment of money;
- iv. prepare a budget report for the annual meeting;
- v. prepare a financial end of the year report and ensure that any necessary tax returns are filed; and
- vi. perform all other duties as delegated by the Board of Directors, the Executive Committee, or the President.

d. Immediate Past President shall:

- i. assist in advancing the goals and objectives of the Corporation through the application of knowledge gained through past Board experiences; and
- ii. perform such duties as the President and/or the Board of Directors may determine.

e. Regional Representatives of this Corporation shall:

- i. respond to informational inquiries within their region;
- ii. be a point of contact for our organization in the geographical region;
- iii. facilitate organization initiatives in the geographical region (membership drive, conference promotion, etc.);
- iv. assist with organizational tasks as needed (volunteer at the conference, participate in advocacy initiatives, etc.).

ARTICLE IV: MEMBERS

SECTION 1. ELIGIBILITY FOR MEMBERSHIP. The Corporation shall have one (1) class of non-voting Members. This class shall consist of the general public, who shall have contributed the appropriate minimum dues amount each year to be determined by the Board of Directors. In addition, the Board shall have authority to establish and grant honorary or free Memberships. Membership in the Corporation is non-transferable and non-assignable.

SECTION 2. MEMBERSHIP DUES. The Board of Directors shall determine any dues requirements applicable to Members of the Corporation.

SECTION 3. NON-VOTING MEMBERSHIP. Members of the Corporation are non-voting, but may have input to the Board of Directors, may nominate officers or Directors to the Board of Directors, and may participate in committees for the Corporation.

SECTION 4. MEETINGS. The President or Board of Directors may convene meetings of the Members at a designated date and time circulated by general publication, electronically, or via mailings to the Members.

ARTICLE V: AMENDMENTS TO BYLAWS

SECTION 1. AMENDMENTS. Proposed amendments to these Bylaws shall be submitted in writing to the Directors at least three (3) business days in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the Directors then in office or the unanimous written consent of the Directors shall be required to adopt a Bylaw amendment.

SECTION 2. RECONSIDERATION. The Board shall reconsider these bylaws every five (5) years.

ARTICLE VI: REPRESENTATION OF CORPORATION

SECTION 1. OFFICIAL STATEMENTS. Only the President and the Board of Directors, or their officially designated designee may make statements on behalf of the Corporation. Directors, Officers, or Members who want to advocate positions to be taken publicly by the Corporation must channel such positions through the Board of Directors.

SECTION 2. REPRESENTATION. Appointments of members as official liaisons of the Corporation to outside entities can be made only by the Board of Directors or Officers. Official liaisons may communicate the Corporation's officially documented statements and policies and comply with the approval process as defined in Section 1 before communicating any and all new and/or ad-hoc statements in which they are sought to represent the Corporation's position.

SECTION 3. IDENTIFICATION. The Corporation encourages individuals to identify themselves as Directors, Officers or Members when they make public comments/statements/presentations on their own behalf. Individuals may not imply that they represent the views of the Corporation, nor may they use any office or position in the Corporation to directly or indirectly imply endorsement/approval of a position by the Corporation except as provided in Section 2.