

BYLAWS of AAGT

ARTICLE I: Name

The name of this non-profit corporation shall be the Arizona Association for the Gifted and Talented (AAGT).

ARTICLE II: Purpose

The purpose of AAGT shall be the general improvement of educational opportunities for gifted and talented commensurate with their needs and abilities. To accomplish this purpose, the organization will:

1. encourage the growth of quality programs offered by various communities in Arizona;
2. encourage and assist in the formation of local associations interested in the education of the gifted and talented;
3. serve as a clearing-house for the dissemination of information on the gifted and talented;
4. establish, maintain, and allocate scholarship funds;
5. engage in educational research
6. engage in other similar and related educational activities within the scope of 501(c)(3) of the Internal Revenue Code of 1964, as amended.

ARTICLE III: Place

The principle place of business shall be Phoenix, Arizona; but the Board of Directors may designate other places of business and offices within the state of Arizona.

ARTICLE IV: Membership and Dues

Section 4.1 Membership in AAGT shall be open to any individual or organization (regardless of gender, ethnicity, religion, or disability) desiring to foster the purpose of the Association.

Section 4.2 Membership shall be divided into multiple classifications as determined

Section 4.3 All dues, both amounts and manner of payment shall be reviewed and set annually by the Board.

Section 4.4 The names and address of the AAGT membership may be distributed to other organizations unless requested otherwise.

ARTICLE V: Offices and Duties

Section 5.1

The Executive Board shall be President, President-elect, Treasurer, and Secretary. These officers and the immediate past president shall constitute the voting members of the Executive Board. The officers combined with non-officer directors are not to exceed eighteen (18) people. It is the intention of AAGT to promote Board representation that reflects the diverse population of the constituents we serve.

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Section 5.2 Officers shall be elected at a Board meeting prior to the annual conference. Terms of office shall not exceed two years.

Section 5.3 Membership on the Board shall be for a two-year term, half being elected each year so that half of the members at large shall be elected each year. Upon completion of three consecutive terms, a member is eligible for appointment to the AAGT advisory board, made up of no more than 3 members. The Advisory Board Members shall be nominated and voted upon by the Board of Directors.

Section 5.4 The president shall preside at all meetings of AAGT and of the Executive Board; perform other such duties as prescribed in these by-laws or assigned to her/him by the Association or by the Executive Board: serve as ex-officio member of all committees; cause this constitution to be enforced; sign proper orders drawn upon by the treasurer for funds in payment of lawful claims; coordinate the work of the officers and committees in order that the purposes of this Association shall be promoted. The president shall perform all other duties required by the position.

Section 5.5 The President-elect shall fulfill the duties and responsibilities of the President in the absence of the President or should the office become vacant; and accept any duties assigned by the Board. The President-elect shall succeed the existing president.

Section 5.6 The Conference Chair shall serve as the chairperson of the annual conference and perform all such duties as assigned by the board. The Conference Chair shall participate as a voting member.

Section 5.7 The Past-President shall serve in an active and advisory capacity for the term following her/his presidency.

Section 5.8 The Secretary shall keep a record of minutes of all meetings of the Association and of the Executive Board. Minutes shall be submitted to the President for approval and dissemination. Minutes shall be approved by the Board at the next regular Board meeting. The Secretary shall handle such correspondence as delegated and shall perform other such duties as assigned.

Section 5.9 The Treasurer shall oversee the fiscal operation of the Association. The Treasurer shall work in concert with paid staff.

Section 5.10 The Executive Editor shall maintain a high-quality publication; assure that topics are relevant to a diverse readership; supervise the publishing of a minimum of four issues during the calendar year; establish and adhere to deadlines; solicit and maintain an advertising base; and seek cost-effective, yet quality production

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Section 5.11 All Board Members shall:

- a. attend all regular meetings and other called meetings.
- b. perform the duties prescribed in the parliamentary authority in addition to those outlined in these by-laws,
- c. be current members of the Association,
- d. deliver to their successors all official material within thirty days following the date upon which they assume their duties.

Section 5.12 Board members shall notify the president in advance of non-attendance at regularly-scheduled board meetings. A director shall be deemed to have vacated her/his position by virtue of non-attendance at three regularly scheduled Board meetings, and will be notified of such action in writing by the president unless an exception is decided upon by the Board.

Section 5.13 The Executive Board as defined in Section 5.1, shall constitute the decision-making and governing body of the Association in the intervals between meetings of the Board of Directors.

Section 5.14 Vacancies occurring in all offices and at-large positions, except President shall be filled by appointment of the President or President-elect, subject to the approval of the Executive Board.

Section 5.15 An officer may be removed from her/his office by majority vote of the Board of Directors. Any officer may resign at any time by giving written notice of her/his resignation to the presidents.

Section 5.16 The Board may annually appoint the President or a Board member to represent the Association at a national conference.

Section 5.17 Local chapters may be represented at meetings of the Board of Directors. Each chapter may have one vote on all official business of the Board

Article VI: Committees

Section 6.1: Standing committees and special committees shall be created by the Board of Directors as is deemed necessary to promote the purposes and carry on the work of the Association. All expenditures of the committee shall be limited to budget allocations unless approved by the Executive Board.

Section 6.2: The power to form committees and to appoint their members is delegated to the President. If a committee is designated for a specific purpose, it ceases to exist automatically when its designated work is completed and the final written report is submitted

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Section 6.3 The chairpersons of committees which receive and/or disburse funds shall provide an accurate written record of receipts and expenditures to the treasurer at regular intervals and at the end of the year.

Section 6.4: A nominating committee consisting of three members of the Board of Directors shall submit nominees for the Board of Directors to the Executive Board for approval prior to the annual conference. The new Board of Directors shall be elected at the annual conference. New board members will begin their term at the first meeting following at the annual conference.

Section 6.5 Liaison representatives to other agencies or groups may be appointed by the President. Such representatives may be requested to serve on the Board of Directors. These representatives need not be members of the Board to be appointed.

Article VII: Meetings

Section 7.1 The annual meeting of the membership shall be held at the annual conference.

Section 7.2 All organization business shall be conducted at scheduled meetings of the Board of Directors and /or Executive Board meetings. Ten day advance written notice shall be given for regularly-scheduled meetings.

Section 7.3 Attendance of at least one-third of the filled Board positions shall be present in person at a meeting of the Board to constitute a quorum for the transaction of business. A vote of the majority of those present is needed to be considered an act of the Board.

Section 7.4 Special meetings of the Board may be called as deemed necessary by the president or majority of directors. A minimum of twenty-four advance notice of such meetings shall be given stating time, place, and purpose except as otherwise provided by law. Special meetings also may be held by means of conference telephone or similar communications equipment.

Section 7.5 The association may hold its meetings anywhere with in the state of Arizona as deemed appropriate by the Board.

Section 7.6: Minutes will be recorded at every meeting of the Board of Directors and made available to the members.

Article VIII: Publications

Section 8.1: The Board of Directors shall publish and distribute to the membership a

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newsletter, Potential, no fewer than 4 times annually.

Section 8.2 An Editorial Board appointed by the President shall develop guidelines and policies.

Section 8.3: Advertising may be solicited for inclusion in any publication of AAGT.

Section 8.4: Additional publications may be developed.

Article IX: Endorsements and Affiliations

Section 9.1 The Board of Directors shall approval all requests for endorsement at regularly-scheduled meetings.

Section 9.2: The Board of Directors shall approve all affiliations with other organizations.

Section 9.3 All endorsements and affiliations shall be reviewed on a periodic basis.

Article X: Mini-grants and Scholarships

Section 10.1 The Board of Directors shall annually designate funds to be used for mini-grants and scholarships.

Section 10.2: The Board of Directors shall approve the guidelines and procedures for the disbursement of funds annually.

Article XI: Chapters

Section 11.1 Requirement for the formation of local AAGT chapters:

- A. Chapters *may* be formed by five (5) or more members in good standing of AAGT in any community,
- B. Chapters shall have their own By-laws in accordance with the purpose of AAGT's By-laws,
- C. Chapters shall elect their own officers and organize their own programs,
- D. Chapters shall agree to support policy and programs adopted by the AAGT Board of Directors,
- E. Chapters shall agree to the dues structure as adopted by the AAGT Board of Directors.

Section 11.2: A charter shall be issued to a local chapter after determining that it has met requirements set forth in section 11.1.

Section 11.3 If at any time the AAGT Board of Directors determines that a local chapter is not in full compliance with the requirements of this Article XI, they shall give written notice of noncompliance to the officers of the Chapter. The Chapter shall be given thirty (30) days from the date of the notice to come into full compliance. If the chapter does

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not come into compliance, the Board of Directors may vote to revoke its charter.

Section 11.4 Chapters may levy dues upon its members for chapter purposes.

Section 11.5: All monies in a local chapter shall be managed by the guidelines set forth in 501(c) (3) of the Internal Revenue Code of 1964 (or Revenue Law). In the event of the dissolution of a local chapter, any monies remaining shall be turned over to the AAGT Board to be held in trust until time as the chapter is reorganized.

Article XII: Executive Secretary

The Board of Directors may employ an Executive Secretary as necessary to conduct business. The Executive Secretary shall perform, under contract, all duties assigned by the Board of Directors as necessary to conduct the day-to-day operations of the Association.

Article XIII: Finance

Section 13.1 An annual budget shall be submitted for approval of the Board of Directors no later than the May meeting

Section 13.2: All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by two officers or one officer and the Executive Secretary of the Association. All bills to be paid must be approved by the President or a designee. No bills incurred by committees will be approved for payment except as budgeted or unless approved by the president prior to the expenditure.

Section 13.3: The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies and/or other depositories as the Board may select.

Section 13.4: Audits of the Association shall be conducted periodically as deemed necessary by the Board.

Section 13.5: The fiscal year of the Association shall commence on the first day of October and end on September 30 of the succeeding year.

Article XIV: Indemnification

The Association shall have the power to, and may indemnify, any and all of its directors and officers, or former directors and officers, against any expenses incurred by them, including without limitation, legal fees, or judgments or penalties rendered or levied against any such person in a legal action heretofore or hereafter brought against any such person for actions of omissions alleged to have been committed by any such person while acting within the scope of his/her employment as a director or officer of

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the Association, provided that the Board shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action, and further provided that in the event of settlement of such action, such settlement is approved by the board. The foregoing authorization of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer, or former director or officer, may be entitled.

Article XV: Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the board, provided that such purpose is stated in the notice of the meeting. Proposed changes in the Bylaws must be submitted in writing to the President one full meeting prior to the date for voting on the proposal.