

North Carolina Association for the Gifted and Talented Incorporated (NCAGT, Inc.)

BYLAWS

ARTICLE I: Purposes

Section 1. Name. The Association shall be called The North Carolina Association for the Gifted and Talented.

Section 2. Purpose. The purposes of this Association are to promote and to support the academic development and social-emotional nurturance of academically/intellectually gifted students through dissemination of information, advocacy on their behalf, encouragement of PAGE chapters, and other direct and indirect services to academically/intellectually gifted students, their parents/caregivers, educators, and others.

ARTICLE II: Membership

Section 1. Categories of Membership.

Individual Members. Educators, parents/caregivers, and other individuals are eligible for regular membership. Benefits include receipt of the newsletter and other notices from the Association, voting privileges, and the right to hold office.

School Members. Any individual P-12 school is eligible for a School Membership. Benefits include receipt of the newsletter and other notices from the Association, voting privileges, and the right to hold elective office. All teachers and staff within the school are eligible to receive membership rates for the annual conference.

Institutional Members. Any institution or corporation is eligible for a non-voting membership. Benefits include receipt of the newsletter and other notices from the Association.

Lifetime Individual Members. Educators, parents/caregivers, and other individuals are eligible for lifetime individual membership. Benefits include receipt of the newsletter and other notices from the Association, voting privileges, and the right to hold office.

Section 2. Dues. Annual dues for each membership category and the one-time dues payment for the Lifetime Individual Membership shall be established by the Board of Directors.

ARTICLE III: Board of Directors

Section 1. Qualifications. Individual and school members shall be eligible to hold elective office, nominate Directors, and vote. Directors must be North Carolina residents.

Section 2. Composition. The business of this Association shall be conducted by a Board, which shall consist of not less than 12 Directors elected from the membership, the immediate past president, and up to three presidential appointments at the President's discretion.

Ex-officio Directors shall include the Executive Director of the Association and the immediate Past-President. Other Ex-Officio members may include the North Carolina Department of Public Instruction's Consultant for Gifted Programs, the State PAGE Coordinator, presidential appointments, and others as designated by the Board. The Immediate Past-President and the State PAGE Coordinator are the only ex-officio members with voting privileges.

Section 3. Duties. The Board of Directors shall have general supervision and oversight of the affairs of the Association and shall make all rules and regulations consistent with law or with these Bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the Association. It shall be their duty to require proper records to be kept of all business transactions.

Section 4. Election. One-half of the Directors will be elected annually to take office at the close of the annual conference of the Association. Nominees will be elected from three categories of Teacher, other Educator, and Parent/Caregiver. The single nominee receiving the highest number of votes in each of the three categories, and three other nominees receiving the highest number of votes regardless of category, will comprise the six new Directors elected annually.

Section 5. Terms and Vacancies. Each elected Director's tenure shall be two years. Newly elected Directors shall assume full responsibility at the close of the annual conference. Whenever a vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the President shall appoint a person to fill that term and submit the appointment for approval to the Board of Directors. In the event that more than one vacancy occurs, the Board of Directors shall nominate eligible candidates and a vote will be conducted by the Board of Directors.

Section 6. Meetings. Meetings of the Board of Directors will be held at such time and place as the President may determine. A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. One more than half of all voting Directors shall constitute a quorum at any meeting of the Board, provided two officers are present.

Section 7. Election of Officers. Immediately after each election of Directors, the Board shall hold a regular meeting and elect a President, Vice-President, Secretary, and Treasurer. Only elected Directors are eligible to hold office.

Section 8. Officer Terms. Membership on the Board of Directors for the President and President-Elect is extended for the duration of their terms in office, without need to run for re-election. Other officers are elected for a one-year term.

The President shall be elected for a two-year term. The Vice-President elected at the beginning of the second year of the President's term becomes President-Elect and shall succeed to the presidency the following year. At the expiration of two years in office, the President shall automatically become Past President. The Immediate Past-President shall serve as an ex-officio member of the Board for two years.

ARTICLE IV: Duties of Directors

Section 1. Audits. At least once in each year the Board of Directors shall direct its accountant to render a report in writing concerning the financial affairs of the organization. The report shall be submitted to the members of the Association in a timely manner.

Section 2. Duties of Executive Director. The Board of Directors shall delegate to the Executive Director the power to represent the Association in any and all business, contracts as necessary. The Executive Director shall have general charge and supervision of the records of the Association and shall serve all notices required by law and by these bylaws.

Section 3. Depository of Funds. The Board of Directors shall designate the depositories for the funds of the North Carolina Association for the Gifted and Talented, Incorporated.

Section 4. Observance of Charter and Bylaws. The Board of Directors shall enforce the observance by all members of all provisions of the Charter and Bylaws of the Association.

Section 5. Responsibility of Directors to Local Affiliates. The Board of Directors shall approve formation of local affiliates, based on the recommendation of the Outreach Committee.

Section 6. Performance Appraisal of Executive Director. The Board of Directors shall conduct an annual performance appraisal of the Executive Director. It shall be the responsibility of the Immediate Past-President to compile the responses of the Board of Directors and prepare a report.

ARTICLE V: Duties of the Officers

Section 1. Duties of the President. The President shall (1) preside over all of the meetings of the Association and the Board of Directors, (2) call special meetings of the Board of Directors as deemed necessary, and (3) perform all acts and duties usually performed by an executive and presiding officer. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice-President/President-Elect. The Vice-President/President-Elect shall (1) preside in the absence of the President and discharge any duty delegated by the President, (2) succeed to the Presidency in the event that

the President is unable to serve, (3) The President-Elect shall succeed to the presidency the year following selection as President-Elect.

Section 3. Duties of the Secretary. The Secretary shall keep a complete record of meetings of the Association and the Board of Directors.

Section 4. Duties of the Treasurer. The Treasurer shall chair the Budget committee and shall work with the Executive Director to prepare and present written financial reports as required.

ARTICLE VI: Committees

Section 1. Committee Formation and Appointment. There shall be standing committees as determined by the President. The President shall appoint the members and chairs of select committees except where membership is designated by policy. The President may also choose a designee to perform this task.

Section 2. Ad Hoc Committees. The President may authorize ad hoc committees as needed.

Section 3. Executive Committee. An Executive Committee shall consist of all serving officers. The Executive Committee will initiate policies and actions for Board consideration and develop an agenda for each meeting. The Executive Director shall serve as an ex-officio member of the Executive Committee.

Section 4. Budget Committee. The Budget Committee shall prepare the annual budget to be submitted to the Board.

Section 5. Bylaws and Policies Committee. The Bylaws and Policies Committee shall study the bylaws and operational policies and recommend changes (additions, deletions, and modifications) to the Board of Directors.

Section 6. The Elections Committee. The Elections Committee will consist of the Past President, as chair, and at least three voting members of the Board. The Elections Committee recommends a slate of candidates to the Board of Directors for election by the membership.

ARTICLE VII: Association Meetings

Section 1. Fiscal Year. The fiscal year of this Association shall be June 1-May 31.

Section 2. Annual Meeting. The annual meeting of the members of this Association shall be held at the annual conference. Any Association action that needs to be taken at the annual meeting can be taken by a majority of voting members who are present at the meeting.

Section 3. Special Meetings. Special meetings of the members of this Association may be called at any time by order of the Board of Directors.

Section 4. Notice of Meeting. Notice of every regular and special meeting of members shall be prepared and distributed prior to the date of the meeting. Such notice will state the business thereof.

ARTICLE VIII: Parliamentary Authority

Robert's Rules of Order shall govern all meetings of this Association, the Board of Directors, and all the committees, in all matters not covered by the Bylaws.

ARTICLE IX: Amendments to Charter

The Charter of this Association may be amended by a two-thirds majority vote of those regular members present at any annual meeting or special meeting. No amendments shall be voted upon, unless the same shall be filed in writing with the Secretary at least 30 days prior to the annual meeting or a special meeting. Notice of annual meeting mailed to the last known address of any member appearing upon the Secretary's records shall constitute proper notice thereof. Notices

appearing in any publication of the Association, if sent 30 days preceding the date of the meeting, shall be regarded as due and sufficient notice.

ARTICLE X: Amendments to Bylaws

Section 1. Amendments. These Bylaws may be amended by a majority of the regular members present at any regular or special meeting of the Association provided that notice of proposed amendments has been distributed to members by the Executive Director at least 30 days prior to said meeting; or by a majority of the members of the organization voting via a special mailing with response required within 30 days.

Section 2. PAGE Representation. Representatives of PAGE, elected by PAGE Chapters, shall be included when a proposal to amend these Bylaws will directly affect PAGE.

ARTICLE XI: Local Affiliates

Section 1. Partners for the Advancement of Gifted Education (PAGE). The sole local affiliates of this Association shall be PAGE, Partners for the Advancement of Gifted Education.

Section 2. State PAGE Coordinator. The State PAGE Coordinator selected by PAGE affiliate members will be an ex-officio member of the Board, and shall receive funding to support the functions of the position. The State PAGE Coordinator shall support existing and new PAGE affiliates, facilitate communication between the Association and the affiliates, and participate in Board activities.

Section 3. Standards for PAGE Affiliates. Standards governing the establishment, affiliation, operation, and dissolution of PAGE Affiliates, and the requirement that Affiliates shall act in a manner that is in compliance with tax- exempt status under United States Internal Revenue Code Section 501(c)(3) or Section 501 (c)(4) shall be adopted and amended by a vote of active PAGE Affiliates and by the Board of Directors.

Section 4. Dissolution of a PAGE Affiliate. Upon dissolution, after fulfilling applicable legal requirements, a PAGE Affiliate shall distribute its remaining assets to the Association. The Association shall hold these assets for a period of five years, transferring these assets to a new PAGE Affiliate within the same geographic area of the original PAGE Affiliate. All of these assets, principal plus interest, minus an amount equal to the cost of maintaining and accounting for these assets, will be transferred. If no new PAGE Affiliate is formed within that five-year period, then these funds shall be used in a manner deemed appropriate by the Board.

Original Incorporation December 4, 1974

New Bylaws Adopted November 1990

Revised February 1995

Revised March 1999

Revised March 2000

Revised September 2002

Revised August 2006

Revised March 2011