

# **Arizona Association for the Gifted and Talented BYLAWS**

Revised 11/2013

All changes need to be dated. General Bylaws are also dated

## **ARTICLE I: Name**

The name of the non-profit Corporation is the Arizona Association for the Gifted and Talented, Inc. (AAGT).

## **ARTICLE II: Purpose**

The Arizona Association for the Gifted and Talented leads initiatives in creating bright futures for diverse gifted and talented learners. AAGT acts as the Voice for Arizona's Gifted and Talented Children.

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,

1. AAGT advocates the growth of quality Gifted and Talented Programs commensurate with Arizona's Revised Statutes, Title XV 203.
2. AAGT serves as a premier resource for Arizona's educators, parents, and community in gifted education and issues by:
  - a. encouraging and assisting in the formation of local associations interested in the education of the gifted and talented;
  - b. disseminating information on the gifted and talented;
  - c. engaging in other similar and related educational activities within the scope of 501(c)(3) of the Internal Revenue Code of 1964, as amended.
3. AAGT champions the unique social, emotional, and academic needs of gifted and talented learners by:
  - a. establishing, maintaining, and allocating scholarship funds and grants that serve the Gifted and Talented;
  - b. integrating educational research;
  - c. engaging in local, state, and national advocacy efforts.

## **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.

*Whenever the Post Office box is changed, the old box should be retained for at least 18*

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*months through a conference cycle.*

#### **Article IV: Definitions**

Members are dues paying individuals or organizations of AAGT.

Directors are members on the AAGT Board of Directors

**Officers** are members who are on the AAGT Executive Board: President, President-Elect, Secretary, Financial Officer, and Past President.

**Advisory Board** members are former members of the Board of Directors

**Affiliate Chapters** are parent or support groups in local communities.

#### **ARTICLE V: Membership and Dues**

Section 5.1 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. Members can vote and hold office. AAGT is a member organization.

Section 5.2 Membership can be divided into multiple classifications as determined by the Board of Directors.

Section 5.3 All Dues, both amounts and manner of payment shall be reviewed and set by the Board of Directors.

conference and report to the Executive Board and Board of Directors as needed.  
*Conference Policy/procedure need to be written separately. Where does it say Conference Chair is only for one year?*

Section 6.10 All Directors shall:

- a. Attend all regular meetings and other called meetings.

*JOB DESCRIPTION Policy see below: 7/2012*

*Board of Director: Arizona Association for Gifted and Talented*

*Time Commitment: Five hours a month, not including required events*

*Term: Two years beginning in March*

*Accountability: The AAGT Board of Directors (BOD) is collectively accountable to the members and community. Members of the BOD are accountable for the Association's performance in relation to its mission and strategic objectives and for the effective stewardship of finances and events.*

#### **ARTICLE VI: Board Offices and Duties**

Section 6.1

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

Section 6.2

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- a. The President and President-elect are elected by the Board of Directors for a term of one (1) year at the Board meeting prior to the annual conference. These two (2) officers are exempt from the term limit of three consecutive terms if such limit restricts the ability to perform the duties of President-elect, President, and Past President. *Approved 12/2012*
- b. The Secretary and Financial Officer are elected for a two year term in the even years at the Board meeting prior to the annual conference.

Section 6.3 Membership on the Board of Directors shall be for a two-year term, half being 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 5 members. The Advisory Board Members shall be nominated and voted upon by the Board of Directors.

*Vacated Board positions prior to October meeting, may be filled by the Nominating Committee with Executive Board approval. Vacated Board positions after the October meeting will not be filled until the approval of the BOD at the Annual meeting in February. Rationale: If vacated position is for more than 1 year, time served counts toward your term limits.*

*Board transfer takes place at the March meeting. At that time the President returns his/her credit card to the financial officer. The New president then gets a credit card. There will no more than 2 credit cards issued at one time: financial officer and president.*

Section 6.4 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 exofficio member of all committees; cause these Bylaws to be enforced; coordinates the work of the Directors and Committees in order that the purposes of AAGT shall be promoted. The president shall perform all other duties required by the position.

Section 6.5 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 Directors. The President-elect shall succeed the existing president.

*Duties of President-elect: Chair Nominating Committee to fill vacant seats, Plan Board Retreat, Chair committee that searches, selects and purchases the awards for Teacher and Admin of the year presented at conference, option to attend annual convention and affiliate meeting.*

Section 6.6 The Secretary shall keep a record of minutes of all meetings of the Board of Directors and of the Executive Board. 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.

*Minutes should come out for the BOD within 7 days of the meeting. Corrections must be submitted to the Secretary prior to the next Executive Board meeting. Once approved, the minutes are placed in digital storage.*

Section 6.7 The Financial Officer shall oversee the fiscal operation of AAGT. The Financial Officer shall work in concert with paid staff and present financial reports for Directors' approval. The Financial Officer shall perform other duties as assigned.

Section 6.8. The Past-President shall serve in an active and advisory capacity for the term following her/his presidency. If the immediate Past President is unable to serve on the Executive Board, the Board of Directors may appoint a former Past President to fill that position.

Section 6.9 The Conference Chair(s) shall serve as the chairperson of the annual

*Authority: Individual board members have no authority to approve actions by the Association or speak on behalf of the Association, unless given such authority by a vote of the board.*

*Responsibility: Members of the BOD are responsible for acting in the best long-term interests of the organization and its community and will bring to the task informed decision-making, a broad knowledge and an inclusive perspective.*

*General Duties: Every member of the BOD is expected to do the following:*

- *Prepare for and attend board meetings (bylaws Sec 6.11)*
- *Attend AAGT sponsored events. A four-day per year commitment.*
  - *Annual meeting held in February at the conference*
  - *One additional day of the conference (pre-conference preparation or actual conference)*
  - *Annual Retreat held in August*
  - *One of the Parent Institutes*
- *Participate in committee work, be a member of one Standing Committee*
- *Work as a team member and support board decisions*
- *Participate in the review and monitoring of AAGT's mission, objectives, and strategic plan*
- *Approve the budget and monitor financial performance*
- *Abide by the by-laws, code of conduct and other policies that apply to the board*

#### *ATTENDANCE POLICY:*

*Section 6.11 Directors 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 unexcused non-attendance at three regularly scheduled board meetings within a board term period and will be notified of such action in writing by the President unless an exception is decided upon by the Board.*

*In addition to Section 6.11 of the bylaws the following policy regarding attendance is: The Executive Board has developed the following policy as it relates to Section 6.11 and attendance. The AAGT calendar begins in March. Attendance records will be published on the minutes in a ratio format.*

*Issues:*

- 1. The Director has two absences without notifying the President in advance of inability to attend\**
- 2. The Director has three notified absences.*
- 3. The Director misses one third of the total number of board meetings.*
- 4. Failure to attend or participate in required events.*

*Response:*

*The President will promptly contact the Director to discuss the problem. The Executive board will make a recommendation for probation or dismissal at the next general board meeting. After the general board meeting, the Director will be contacted by the President and notified of the Board's decision. The probation terms will be explained or a letter of resignation will be requested to be received within two weeks. If necessary, the board will promptly initiate a process to begin recruiting a new board member.*

*\*Excused Absences:*

*The President must be notified of an upcoming absence via email within two days of the agenda being published. Unplanned emergencies are excusable but count toward the limit of three notified absences.*

- b. Perform the duties prescribed in Roberts' Rules in addition to those outlined in these by-laws,
- c. Be current members of the Association,
- d. Deliver to successors all official material within thirty days following the date upon which the successor assumes the duties.

Section 6.11 Directors 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 unexcused non-attendance at three regularly scheduled Board meetings within a Board term period and will be notified of such action in writing by the President unless an exception is decided upon by the Board. *See above.*

Section 6.12 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 6.13 Vacancies occurring on the Executive Board and Director positions, except President shall be filled by appointment of the President or President-elect, subject to the approval of the Executive Board.

*See Section 7.4*

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Section 6.14 An Executive Board member may be removed from her/his office by majority vote of the Board of Directors. Any Director may resign at any time by giving written notice of her/his resignation to the President.

Section 6.15 Each year the Executive Board will ensure that one or more Directors will represent the Association at least one national conference(s) at AAGT expense subject to approval by the Board of Directors.

*In 2009, procedure was established that up to \$8,000 could be spent on sending Directors to NAGC with priority going to President and Conference Chair. Needs clarification!*

Section 6.16 Local chapters may be represented at meetings of the Board of Directors.

*When created, the annual calendar should be available for members and affiliates. Secretary responsible???*

### **Article VII: Committees**

Section 7.1: 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 AAGT. All expenditures of the committees shall be limited to budget allocations unless approved by the Executive Board.

*Attach Standing Committee doc*

Section 7.2: 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. Committee chairs and members are not required to be on the Board of Directors.

Section 7.3 The chairpersons of committees that receive and/or disburse funds shall provide an accurate written record of receipts and expenditures to the Financial Officer at regular intervals and at the end of the year.

*Policy / procedure for how and when to do goal sheet and budget procedure.*

Section 7.4: The nominating committee shall consist of three members of the Board of Directors with the President-elect serving as chair and shall submit nominees for the Board of Directors to the Executive Board for approval prior to the annual conference. The new members of the Board of Directors shall be elected at the annual conference. New board Members will begin their term at the first meeting following the annual conference.

Need to have application, acceptance letter, rejection letter and welcome packet for new members standardized and available for Committee.

Section 7.5 Liaison representatives to other agencies or groups may be appointed by the President. These representatives do not have to be on the Board to be appointed.

## **Article VIII: Meetings**

Section 8.1 The annual meeting of the membership shall be held at the annual conference.

Section 8.2 All AAGT 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 8.3 Attendance of at least one-half (1/2) of the filled Board of Directors positions shall be present at a meeting of the Board to constitute a quorum for the transaction of business. A vote of the majority of those present is considered an act of the Board. Revised 11/2013

Section 8.4 Special meetings of the Board may be called as deemed necessary by the President or by a majority of Directors. A minimum of twenty-four hours 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 electronic communications equipment.

Section 8.5 AAGT may hold its meetings anywhere within the state of Arizona as deemed appropriate by the Board of Directors.

Section 8.6: Minutes will be recorded at every meeting of the Board of Directors and made available to the members.

*How is done?*

## **Article IX: Communication**

Section 9.1: The Board of Directors shall distribute regular communication to the members and the public.

Section 9.2 An Editorial Committee may be appointed by the President to develop guidelines and policies.

## **Article X: Endorsements and Affiliations**

Section 10.1 Requests for endorsements will be presented to Board of Directors for approval.

Section 10.2: The Board of Directors shall approve affiliations with other organizations.

Section 10.3 Endorsements and affiliations shall be reviewed on a periodic basis.

## **Article XI Minigrants and Scholarships**

Section 11.1 The Board of Directors shall annually designate funds to be used for<sup>1J</sup>

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minigrants and scholarships.

Section 11.2: The Board of Directors shall approve the guidelines and procedures for the disbursement of funds annually.

*Committee reviews and publishes on the web.*

## **Article XII: Affiliate Chapters**

Section 12.1 Requirement for the formation of local AAGT chapters:

- a. Chapters may be formed by three (3) or more members in good standing of AAGT in any community.
- b. Chapters shall have By-laws of their own in accord 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 membership structure as adopted by the AAGT Board of Directors.

Section 12.2: A charter shall be issued to a local chapter after determining that it has met requirements set forth in section 12.1.

Section 12.3 If at any time the AAGT Board of Directors determines that a affiliate chapter is not in full compliance with the requirements of this Article XII, 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 not come into compliance, the Board of Directors may vote to revoke its charter.

Section 12.4 Chapters may levy dues upon its members for chapter purposes.

Section 12.5: 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 such time as the chapter is reorganized, not to exceed five(5) years at which time the funds revert to the AAGT general funds.

## **Article XIII: Executive Administrator**

The Board of Directors shall employ an Executive Administrator or any other paid staff as necessary to conduct business. The Executive Administrator or paid staff shall perform, under contract, all duties assigned by the Board of Directors as necessary to conduct the day-to-day operations of the AAGT.

## **Article IX: Finance**

Section 14.1 All committees shall submit an annual budget for board

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approval no later than thirty days before the start of the fiscal year.  
*See 7.3*

Section 14.2: All checks, drafts or other orders for the payment of money **over \$500.00** issued in the name of AAGT shall be signed by two officers or one officer and the Executive Administrator of AAGT. ***Signature may be electronic through email approval and/or electronic bill pay.*** All bills to be paid must be approved by the Financial Office or a designee. No bills incurred by committees will be approved for payment except as budgeted or unless approved by the President or Financial Officer prior to the expenditure. ***Fixed expenses once initially approved by the Board may be paid as due without additional approval.***

Section 14.3: 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 14.4: Financial review of the Association shall be conducted periodically as deemed necessary by the Board.

Section 14.5: The fiscal year of the Association shall commence on the first day of October and end on the last day September of the succeeding year.

#### **Article XV: 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 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.

*Documentation of this is where?*

#### **Article XVI: 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 Board of Directors one full meeting prior to the date for voting on the proposal.

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*Date of approval for change should be listed.*

*Continue Adding Procedures Here:*

*Parent Institute:*