

**Arizona Association for the Gifted and Talented, Inc.**  
(An Arizona nonprofit corporation)

**BYLAWS**

The Arizona Association for the Gifted and Talented, Inc. under the laws of the State of Arizona, is a not-for-profit organization as defined in Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE I: Name**

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

**ARTICLE II: Purpose**

AAGT 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 children 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 principal place of business shall be in Phoenix, Arizona; but the Board of Directors may designate other places of business and offices within the state of Arizona.

## **ARTICLE IV: Definitions**

**Members.** The term “Member” or “Members” mean those dues paying individuals or organizations of AAGT that become Members pursuant to Article V of these Bylaws.

**Executive Committee.** The term “Executive Committee” shall mean and consist of the President, Vice President, Secretary, Financial Officer and Past President.

**Board of Directors.** The term "Board of Directors" means those who have been elected and charged with promoting the mission and strategic objectives of the organization. The Board of Directors shall also serve as the governing body of the Association, with all of the rights and obligations associated with such status under Arizona law.

**Leadership Council.** The term “Leadership Council” means any AAGT members approved to serve on the leadership council as approved by the Board of Directors to support and promote AAGT as mentors and/or consultants to board leadership.

**Affiliate Chapters.** The term “Affiliate Chapters” means any parent or support groups of the AAGT in local communities.

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

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

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

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

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

Section 6.1

- A. Board Composition. The Board of Directors shall have not less than 5 and not more than 13 Directors. The Board of Directors shall set the actual number of Directors by resolution. The Board of Directors shall have a policy that governs the election process for membership on the Board of Directors.
- B. The Executive Committee of the Board of Directors shall be comprised of the President, Vice President, Financial Officer, and Secretary and immediate Past President. These officers shall constitute the voting members of the Executive Committee.

## Section 6.2

- A. The President, Vice President, Secretary and Financial Officer are elected by the Board of Directors for a term of one year at a Board meeting prior to the annual conference.
- B. Board Leadership transfer takes place at the AAGT Annual Conference, including President shifting to Past President as necessary. The Secretary and Financial Officer are elected for a one year term at the Board meeting prior to the annual conference.
- C. Executive Committee members may serve no more than 3 years in a row in the same position. They may change positions or serve in another role and then resume their past position.

Section 6.3 Membership on the Board of Directors shall be for a two-year term, with approximately half of the Board of Directors being elected each year. Any Board of Directors positions that are vacated may be filled by the nomination process led by the Governance Committee with whole Board approval.

Section 6.4 The Leadership Council Members shall be nominated by the Governance Committee and voted upon by the Board of Directors.

Section 6.5 The President shall preside at all meetings of AAGT and of the Executive Committee; perform other such duties as prescribed in these by-laws or assigned to her/him by the Association or by the Executive Committee; serve as ex officio 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 6.6 The Vice President 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.

Section 6.7 The Secretary shall keep a record of minutes of all meetings of the Board of Directors and of the Executive Committee. Minutes of the Board of Directors meetings 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. The draft of the Board minutes should be provided by the Secretary within seven (7) days of the subject Board of Directors meeting. Corrections to the Board Minutes must be submitted by the Board of Directors' members to the Secretary prior to the next Executive Committee meeting. Once approved, the minutes shall be placed in digital storage. The Secretary shall prepare an annual calendar for the Board Members at the beginning of each year.

Section 6.8 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 6.9 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 Committee, the Board of Directors may appoint a former Past President to fill that position.

Section 6.10 The Conference Chair(s) shall serve as the chairperson of the AAGT annual conference and report to the Executive Committee and Board of Directors as needed.

Section 6.11 All Directors shall:

- A. Attend all regular meetings and other called meetings and support other AAGT events
- B. Perform the duties prescribed in Roberts' Rules in addition to those outlined in these bylaws.
- 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 6.12 The Executive Committee as defined in Article IV shall constitute the decision-making and governing body of the AAGT in the intervals between meetings of the Board of Directors.

Section 6.13 An Executive Committee 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. Any Director can be removed at any time by a majority vote of the Executive Committee. Nothing in these bylaws or in AAGT policy, shall be construed to create an expectation of continued membership in the Board of Directors or Executive Committee.

Section 6.14 Each year the Executive Committee will ensure that at least one Director represents AAGT at one national conference(s) at AAGT expense subject to approval by the Board of Directors.

Section 6.15 Local Affiliate chapters may be represented at meetings of the Board of Directors.

## **ARTICLE VII: Committees and Task Force Groups**

Section 7.1 Standing committees and task forces 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 Committee.

Section 7.2 The power to form committees and task forces and to appoint their members

is delegated to the President. If a task force 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 and task force chairs and members are not required to be on the Board of Directors.

Section 7.3 The chairpersons of committees and task forces 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.

Section 7.4 The Governance Committee shall submit nominees for the Board of Directors to the whole 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.

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. The purpose of the annual meeting is to be determined by AAGT policy.

Section 8.2 All AAGT business shall be conducted at scheduled meetings of the Board of Directors and /or Executive Committee 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.

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 the 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 Arizona as deemed appropriate by the Board of Directors.

Section 8.6 Minutes will be prepared for every Board of Directors meeting and made available to the members.

## **ARTICLE IX: Communication**

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

Section 9.2 The President is authorized to appoint a Governance Committee to develop AAGT guidelines and policies.

Section 9.3 Policies shall be created and maintained by the Governance Committee to provide procedures that will support the sustainability and integrity of the organization. Policies shall be approved by a vote of the board of directors. All board members shall have the bylaws and organization policies made available to them.

## **ARTICLE X: Endorsements and Affiliations**

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

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

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

## **ARTICLE XI Mini-grants and Scholarships**

Section 11.1 The Board of Directors shall annually designate funds to be used for mini-grants and scholarships.

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

## **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 AAGT members in good standing 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 an 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 XIV: Finance**

The fiscal year of AAGT shall commence on the first day of October and end on the last day of September of the succeeding year.

### **ARTICLE XV: Indemnification**

AAGT 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 AAGT, 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 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. To amend the bylaws, the Board shall adhere to the procedures as stated in the policies of the organization.

## **ARTICLE XVII: Effective Date**

These By-Laws of the Arizona Association for the Gifted and Talented, Inc. shall be effective as of this 2nd day of December, 2023.

CERTIFICATE

Marianne Landrith

The undersigned, \_\_\_\_\_, Secretary of the Arizona Association for the Gifted and Talented, Inc., does hereby certify that the foregoing copy of the By-Laws of this Corporation is a true and correct copy of the Corporation's By-Laws, duly adopted by the Board of Directors, and that such By-Laws have not been amended or repealed.

DATED: This 25 day of January, 2024.

*Marianne Landrith*

\_\_\_\_\_, Secretary

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