

# **BY-LAWS OF MONTANA ASSOCIATION OF GIFTED AND TALENTED EDUCATION, INC.**

(a Montana Nonprofit Corporation)

## **ARTICLE I**

### **OFFICES**

The principal office of the Corporation shall be located in the affiliate City of Billings, county of Yellowstone, and State of Montana. The Corporation may also have such offices at such other places within or without the state as the Board of Directors may from time to time determine.

## **ARTICLE II**

### **MEMBERS**

#### **1. Qualifications**

Membership in this Corporation shall be open to all persons involved and/or interested in gifted and talented education.

#### **2. Membership**

##### **a. Active Members**

Active members are those who have paid dues as provided herein and have the right to attend all meetings and to vote upon all business matters of this Corporation except matters expressly reserved for the consideration of the Board of Directors as provided in the Articles of Incorporation and/or By-Laws of this Corporation. The Corporation shall keep a register containing the name and address of each of the active members.

##### **b. Student Members**

Student members are those who are enrolled as full-time students in post secondary education and have paid dues as provided herein and have the right to attend all meetings. Student members do not have the right to vote on any matter of this Corporation. The Corporation shall keep a register containing the name and address of each of the student members. Montana AGATE By-Laws Revised 2003 2

### 3. Termination

The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution, or liquidation of the Corporation.

### 4. Meetings of Members

#### a. Regular Meetings

The time and place of the annual business meeting shall be established by the Executive Committee.

#### b. Special Meetings

Special meetings of this Corporation may be held at the call of the President or at the request of ten (10) active members.

#### c. Quorum.

At the annual business meeting or at any special meeting, a quorum shall be five percent (5%) of the active members represented in person or by proxy.

#### d. Proxy

Every member may authorize another person to act for him by proxy in all matters in which the member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney-in-fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

#### e. Presiding Officer

Meetings of the members shall be presided over by the following officers, in order of seniority – President, Vice President/President-Elect or if neither of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary shall act as Secretary of every meeting. When the Secretary is not available, the Chairman may appoint a Secretary of the meeting.

### 5. Membership Year

The membership year shall be from annual meeting of the membership to annual meeting of the membership.

6. Dues

Annual dues for membership in this Corporation shall be set at the annual business meeting by the membership.

**ARTICLE III**

**BOARD OF DIRECTORS**

## 1. Number of Board of Directors

The Corporation shall be managed by a Board of Directors. Each Director shall be a member of the Corporation during his directorship. The Board of Directors shall consist of nine (9) persons. A change in the number of directors shall be made only by amendment to the Articles of Incorporation. The number of the Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members of the Board of Directors provided that any action by the members or the Board of Directors to effect such increase or decrease shall require a vote of the majority of the entire membership or the Board of Directors. No decrease shall shorten the term of any Director then in office.

## 2. Election of the Board of Directors and Term of Office

The first Board of Directors shall consist of those persons elected by the incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first annual meeting of members, and until their successors have been duly elected and qualified. Thereafter, at each annual meeting of members, the membership shall elect Directors to hold office until the next annual meeting. Each Director shall hold office until the expiration of the term for which he was elected and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

## 3. Termination of Directorships

a. Any or all of the Board of Directors may be removed with or without cause by the affirmative vote of three-fourths of the active membership of the Corporation. The Board of Directors may remove any Director thereof for cause only by the affirmative vote of three-fourths 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 officer of the Corporation. 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.

## 4. Vacancies in and Newly-Created Directorships

Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in Office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation.

Vacancies occurring by reason of the removal of Directors without cause shall be filled

by a vote of the members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

#### 5. Regular and Special Meetings of the Board of Directors

a. A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

b. No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, 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 to him.

#### 6. Quorum and Voting Requirements at Board of Directors Meetings

Except to the extent herein or in the Certificate of Incorporation provided, a majority of the members of the Board of Directors 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 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 Corporation 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.

### **ARTICLE IV**

#### **OFFICERS**

##### 1. Nominating Committee

A nominating committee of two members which shall include the President, and Vice President/President-Elect will prepare a slate of officers. The prepared slate shall be presented to the Board of Directors at the January meeting for approval and to the membership via the newsletter and at the annual meeting. Nominations will not be accepted from the floor at the annual meeting.

## 2. Officers

The active membership of the Corporation shall elect a President, a Vice President/President-Elect, a Secretary, a Treasurer, a regional representative for each of the 5 regions in the state--Region I, Region II, Region III, Region IV, Region V--and such other officers as they may determine. In the event of a tie vote, the presiding official of the meeting shall cast the tie-breaking vote, but such presiding officer shall otherwise abstain from voting for such purposes.

## 3. Term of Office, Removal and Functions

The President and Vice President/President-Elect shall hold office for a term of two years from annual meeting to annual meeting of the membership, and/ or until their successors have been duly elected and qualified. The Secretary and Regional Representatives shall be elected for alternating two year terms. The Treasurer shall be elected for a three year term. Regional Representatives shall be elected by vote of active members, only those active members from each respective region being entitled to vote for their regional Representative. 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 or by the affirmative vote of three-fourths of the active membership of the Corporation.

## 4. Duties of Officers

a. The President of this Corporation shall:

- i. be chief executive officer of the Corporation;
- ii. have the responsibility for the general management of the Corporation;
- 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, the Executive committee and/or members of the Corporation.

b. The Vice President/President-Elect of this Corporation shall:

- i. preside over Corporation meetings in the absence of or at the request of the President;
- ii. succeed the President at the close of his/her term;
- iii. perform such other duties as delegated by the Executive Committee, the Board of Directors, or the President.

c. 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. have access to the seal of the Corporation, through the corporate lawyer, and shall affix and attest the same to documents duly authorized by the Board of Directors.
- iv. Serve all notices for the Corporation which shall have been authorized by the Board of Directors; and
- v. Perform all other duties as delegated by the Board of Directors, the Executive Committee, or the President.

d. The Treasurer of this Corporation shall;

- i. receive, hold, and disburse all funds and securities of the Corporation as provided by the budget or voted by the Board of Directors, the Executive Committee or the membership, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine;
- ii. present brief financial statements at corporation meetings;
- iii. present an audited financial report at the annual meeting when duly authorized by the Board of Directors;
- iv. sign and execute all contracts in the name of the Corporation when countersigned by the President;
- v. when duly authorized by the Board of Directors, sign checks, drafts, notes and orders for the payment of money;
- vi. be bonded by the Corporation;
- vii. prepare a budget report for the winter newsletter and annual conference;
- viii. prepare a financial end of the year report in April and submit to corporate tax accountant for auditing and filing of corporate taxes; and
- ix. perform all other duties as delegated by the Board of Directors, the Executive Committee, or the President.

e. Regional Representatives of this Corporation shall:

- i. respond to informational inquiries within their region;

- ii. communicate regional concerns to and from the AGATE Board;
- iii. arrange for and establish a conference planning team if annual conference is held in their region; and
- iv. perform all other duties as delegated by the Board of Directors, the Executive Committee, or the President.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

#### 1. Membership



The Executive Committee shall consist of the President, Vice president/President-Elect, Secretary, Treasurer, and five members representing five geographic regions of Montana (Region I, Region II, Region III, Region IV, and Region V) elected by the membership at the annual meeting.

## 2. Responsibilities of the Executive Committee

a. The Executive Committee shall have the responsibility to transact the business of this Corporation, except where that responsibility is expressly reserved by the Articles of Incorporation and/or the By-Laws of the Corporation.

b. The Executive Committee shall prepare an annual budget to be presented to the membership for its approval at the annual meeting.

c. Each member of the Executive Committee, with the exception of the President, shall have one vote on any one issue. The President shall vote in the event of a tie vote.

d. The Executive Committee shall prepare an agenda for all general meetings and distribute it to the membership prior to the meeting date.

## 3. Meetings

The Executive Committee shall meet at least twice during the year and at such other times as requested by the President or by three members of the Executive Committee.

## 4. Quorum

A quorum for the Executive Committee shall be 50 percent (50%) of its members.

# **ARTICLE VI**

## **COMMITTEES**

### 1. Appointment

a. The President or the Executive Committee may appoint such committees as needed to carry out the functions and objectives of the Corporation.

b. These committees shall be responsible to and shall report to the Executive Committee.

### 2. Audit Committee

The Treasurer will work with the corporate tax accountant to prepare corporate taxes and the annual financial audit.

3. Standing Committees of Montana AGATE

The Audit Committee, Budget Committee, Education Committee, Publications Committee, Goal Committee, Legislative Committee, Constitution Committee, Public Relations Committee, Parent Involvement Committee, SAT Challenge Committee, Conference Committee, Historian Committee, Outreach Committee, Scholarship Committee, and Nominating Committee are all standing committees of the Corporation.

**ARTICLE VII**

**MISCELLANEOUS**

1. Books and Records

The Corporation shall keep at the principal office of the Corporation complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, the Executive Committee, or any committee appointed by the Board of Directors or the Executive Committee, as well as a list of the records containing the names and addresses of all members.

## 2. Corporate Seal

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

## 3. Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30.

## 4. Amendment of By-Laws

a. All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote, a quorum being present, of the members entitled to vote in the election of Directors.

b. The Board of Directors shall have the power to make, alter, or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any By-Law in which control thereof is vested exclusively in the members. If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors, they By-Laws so made, amended or repealed, together with a concise statement of the changes made.

## 5. Authority

Robert's Rules of Order Newly Revised shall be the authority governing all matters of procedure not otherwise provided herein.