

**Michigan Association for Gifted Children Constitution and Bylaws
(as amended effective July 1, 2018)**

ARTICLE I – NAME

SECTION 1. NAME. The name of the Corporation shall be the Michigan Association for Gifted Children.

ARTICLE II – PURPOSE

SECTION 1. PURPOSE. The Michigan Association for Gifted Children provides leadership, advocacy, support, and services to assist families and educators in meeting the unique needs of gifted and talented children and youth in public and private schools, colleges and universities, and other settings in Michigan under Section 501(c) (3) of the Internal Revenue Code of 1986, as now or hereafter amended. The Corporation shall not discriminate on the basis of age, race, color, national or ethnic origin, handicap or condition, or sexual orientation in administering its policies and programs.

ARTICLE III – MEMBERSHIP

SECTION 1. MEMBERSHIP ELIGIBILITY. Anyone interested in furthering the policies and purposes of MAGC shall be eligible to become members on such terms and conditions and subject to such dues as the Board of Directors may from time to time establish.

SECTION 2. MEMBERSHIP CATEGORIES AND PRIVILEGES. There shall be three (3) categories of membership in MAGC:

- 1) Individual – Individual membership shall be open to any person interested in furthering the goals of MAGC. Upon payment of dues, such Individuals shall be entitled to receive all the benefits of membership and hold elected office, attend annual meetings, and cast one (1) vote on all matters brought before the general membership.
- 2) Organization/Institution – Organization/Institution membership shall be open to any Organization/Institution interested in furthering the goals of MAGC. Upon payment of dues, such Organization/Institutions shall be entitled to appoint five (5) individual representatives to the corporation who shall be entitled to all the rights and duties of an Individual member.
- 3) Honorary Members – The Board of Directors may in its discretion appoint Individuals or Organizations to honorary membership without dues by assigning them the title of associate, emeritus/a, student, or such other title as may be determined by the Board of Directors. [Removed: "Such individuals or organizations shall be entitled to vote on any matter brought before the membership."]
- 4) Honorary Advisors - Honorary Advisors shall be members of the Corporation who have served as officers of the Board of Directors or who have distinguished themselves in the field of gifted education. Their role shall be to (1) preserve the institutional memory of the Corporation, (2) serve as consultants to the Board, other members, and advocates of gifted education, and (3) lend such service as they deem appropriate. Honorary Advisors shall serve an indefinite period without dues, and shall be named by majority vote of the Board.

SECTION 3. ANNUAL MEMBERSHIPS. Membership in MAGC shall be on an annual basis as determined by the Board of Directors. Those whose dues are not paid shall automatically be dropped from membership. Membership shall be reinstated upon payment of dues. [Removed: "with annual dues payable on the anniversary of such date" and "by that date"]

ARTICLE IV – DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall consist of not less than twenty (20) and no more than twenty-eight (28) directors. The elected officers shall be: President, President-elect, Past-President, Secretary, Treasurer and Chairs for Advocacy, Communications, Education, Marketing, Membership, and

Programs. Directors shall represent various regions across the state, as well as parents, homeschoolers, students, educators from public and private schools, intermediate school districts, colleges and universities, and the Michigan Department of Education, and those with other expertise needed by the Board, such as the arts, business, communications, mental health, parenting or family programming.

The members of the Board of Directors shall hold office for a term of two (2) years commencing 1 July following election until his or her successor is elected and qualified, or until his/her resignation, death, or removal. The length of time an individual holds office (or the number of times an individual is elected to office) will not be subject to term limits.

SECTION 2. VACANCIES. A vacancy occurring on the Board of Directors may be filled by nomination by the President and approved by the Board of Directors. Said person shall hold office until the next general election of directors or his or her resignation, death, or removal.

SECTION 3. REMOVAL. A Director may be removed at any time by a vote of the two-thirds of the Board of Directors.

SECTION 4. RESIGNATION. A Director may resign by written notice to the President. The resignation is effective upon its acceptance by the Board of Directors. Failure to maintain membership in MAGC shall constitute resignation from office.

SECTION 5. POWERS. The Board of Directors shall have general planning and supervision responsibilities for the affairs of MAGC and shall be the policy-making body to conduct the business of the Corporation, including the following powers:

- 1) To determine the philosophy and direction of the corporation;
- 2) To create committees and other working groups as necessary to further the work of the Corporation;
- 3) To create or abolish chapters throughout Michigan;
- 4) To approve the annual operating budget, and to approve any borrowing or other financial obligation not contained in the annual operating budget of the Corporation;
- 5) To appoint a fiscal auditor of the corporation and require a certified audit of the Corporate funds;
- 6) To terminate, merge, consolidate, affiliate, divide, or separate programs from the Corporation and/or to merge, consolidate, or affiliate the Corporation or any of its programs with any other corporation, organization or program having similar purposes and goals to those of the Corporation and which are exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now or hereafter amended;
- 7) To take such other actions as may be taken by a nonprofit Corporation in accordance with the Corporation's Articles of Incorporation and the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq., as is and as may be amended.

SECTION 6. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held at least quarterly during the year. Said meetings shall be held at such time and at such place as determined by the Board of Directors. The Board of Directors shall determine the calendar of scheduled meetings at its first convened meeting after the election and such calendar and agendas shall be made public to the membership. All members in good standing may attend regular meetings.

SECTION 7. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board of Directors may be called by the President, or by at least one-half of the members of the Board of Directors[remove: , or by a majority of the persons then comprising the Board of Directors if there are fewer than nine (9) members on the Board, at any time by means of notice of the time and place thereof to each Director, given not less than forty eight (48) hours before the time such special meeting is to be held].

SECTION 8. QUORUM AND REQUIRED VOTE OF BOARD. At all meetings of the Board of Directors at least one-third of the voting members of Board shall constitute a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board. If a quorum shall not be present at any meeting, the Directors present there may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 9. PLACE OF MEETING. All meetings of the Board of Directors of the Corporation shall be held within the State of Michigan.

SECTION 10. PARTICIPATION IN MEETINGS. A member of the Board of Directors may participate in a meeting by any method legal under the Michigan Nonprofit Corporation Act or other Michigan Law. A participant in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V – NOMINATION AND ELECTION

SECTION 1. EVEN-NUMBERED ELECTION YEARS. In even-numbered years, MAGC members shall vote for President-Elect, Chairs for Advocacy, Education, and Programs; and at least five (5) but not more than nine (9) additional directors, striving to represent varying areas of the state and backgrounds which will further the work of the Board.

SECTION 2. ODD-NUMBER ELECTION YEARS. In odd-numbered years, MAGC members shall vote for Secretary, Treasurer, Chairs for Communications, Marketing, and Membership, and at least five (5) but not more than nine (9) additional directors, striving to represent varying areas of the state and backgrounds which will further the work of the Board.

SECTION 3. AUTOMATIC SUCCESSION OF PRESIDENT-ELECT. The President-Elect shall succeed to the presidency on 1 July upon the election of a new President-Elect, or when the President resigns or is unable to continue as President.

SECTION 4. NOMINATION PROCEDURE. Nominees for the office of President-Elect shall be selected from the members of the existing Board of Directors, if possible. All nominees for named offices shall have suitable related experience in the duties to be performed. All nominees must be over the age of eighteen (18) years and paid members in good standing for the duration of their expected terms before approval by the Board of Directors. The Nominating Committee shall prepare a slate of nominees for presentation to the Board of Directors by 1 April.

SECTION 5. ELECTION PROCEDURE. Elections shall take place by a method legal under the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq., as is and as may be amended. The Board of Directors shall determine all election deadlines and procedures. For offices for which there is only one valid nomination, the Election Committee shall declare the candidate elected. All other valid nominations shall be placed on the ballot. The final slate of Directors and officers shall be approved by the Board of Directors during April and sent to all voting members of the Corporation by 1 May. Members must vote by mail or electronically by 1 June. The Nomination Committee shall count the ballots and report the results to the President of the Corporation as soon as possible, but before 1 July.

ARTICLE VI – DUTIES OF OFFICERS

SECTION 1. PRESIDENT. The President shall be the principal executive officer of MAGC. The President shall, in general, supervise and direct all of the business affairs of MAGC, subject to the direction and control of the Board. The President shall preside at all meetings of the Board and is the Chair of the Executive Committee. The President may sign, with the Secretary or any other proper officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments, which the Board has authorized to be executed, except documents the execution of which shall expressly be delegated by the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq., as is and as may be amended, the Articles of Incorporation, Bylaws, or the Board to some other officer or agent of the Board. The President shall be an ex-officio member of all committees. The President shall,

in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board.

SECTION 2. PRESIDENT-ELECT. The President-Elect shall perform such duties and functions as shall be assigned to him or her from time to time by the President and/or the Board of Directors. The President-Elect shall perform the duties and exercise the powers of the President during the absence or disability of the President and shall succeed to the office of the Presidency at the conclusion of the President's term. The President-Elect shall oversee chapters.

SECTION 3. PAST PRESIDENT. This office shall be filled by the most recent past President who has completed a term as President and is willing and able to serve. The Immediate Past President shall serve as advisor, chair committees and shall perform such other duties as may be assigned from time to time by the President or the Board. The Past President may chair the Nominating Committee.

SECTION 4. SECRETARY. The Secretary shall preserve true minutes of the proceedings of all meetings of the Board of Directors and the membership; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address and other contact information of each member; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board. [removed: "The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director."]

SECTION 5. TREASURER. The Treasurer shall be the principal accounting and financial officer and have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors whenever requested an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall chair the Finance committee and shall, in consultation with the President, prepare the annual operating budget of the corporation. The Treasurer shall perform such other duties, as may be delegated to him or her by the President, any committee, or the Board of Directors. [Removed "The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director."]

SECTION 6. Chairs. The Chairs shall perform such duties as may be related to their title or area of expertise, or as delegated by the President or Board of Directors.

[remove: SECTION 7. ASSISTANTS. The Board of Directors may elect or appoint one or more Assistants. They shall perform such duties as shall be assigned to them by their Principal Officers, the President, or the Board of Directors.]

[moved whole section to Article III, SECTION 2: SECTION 8. HONORARY ADVISORS. Honorary Advisors shall be members of the Corporation who have served as officers of the Board of Directors or who have distinguished themselves in the field of gifted education. Their role shall be to (1) preserve the institutional memory of the Corporation, (2) serve as consultants to the Board, other members, and advocates of gifted education, and (3) lend such service as they deem appropriate. Honorary Advisors shall serve an indefinite period, and shall be named by majority vote of the Board.]

SECTION 7. DELEGATION OF AUTHORITY AND DUTIES BY DIRECTORS. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these Bylaws, have such authority and perform such duties in management of the property and affairs of the corporation as may be delegated to them by the Board of Directors, unless the same is contrary to the laws of the United States or Michigan, Articles of Incorporation, or these Bylaws.

ARTICLE VII – COMMITTEES

SECTION 1. COMMITTEE CHAIRS AND MEMBERS. Each ad hoc Committee shall consist of a Chairperson nominated by the President and approved by the Board of Directors, and additional members chosen by the President and Committee Chair. When selecting committee members they shall make an effort to select persons with specific interests and expertise in the tasks assigned to that committee.

SECTION 2. COMMITTEE PROCESS. Each standing or ad hoc committee is responsible for carrying out its work within the charge given by the Board of Directors. With the President, each committee, through its chair: a) determines goals for the work of the committee; b) submits proposed goals to Board for approval; and c) implements processes to ensure the work is completed (following approval of goals by the Board). All committees shall report regularly, but not less than before each board meeting, on its activities and progress.

[remove: SECTION 3. QUORUM AND REQUIRED VOTE OF COMMITTEE. At all committee meetings at least one-third of the voting members of the committee shall constitute a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the committee.]

SECTION 3. REMOVAL OF CHAIRPERSONS OF STANDING OR AD HOC COMMITTEES. The Board of Directors may remove a Chairperson at any time.

SECTION 4. RESIGNATION. A Chairperson may resign by written notice to the President. The resignation is effective upon its acceptance by the Board of Directors. Failure to maintain membership in MAGC shall constitute resignation from office. The President may appoint acting Chairs to fill vacancies between meetings.

SECTION 5. STANDING COMMITTEES. There shall be the following standing committees:

- 1) The EXECUTIVE COMMITTEE is chaired by the President and consists of the elected officers of the corporation. The Executive Committee is empowered during the interim between regularly scheduled meetings of the Board of Directors to conduct business within the guidelines of the policy as established by the Board of Directors.
- 2) The FINANCE COMMITTEE is chaired by the Treasurer and shall be responsible for: a) assisting the Treasurer in preparing an annual budget for presentation to the Board of Directors; b) overseeing procedures for financial audit as required by the Board of Directors and these Bylaws; c) overseeing the filing of appropriate financial documents necessary to maintain the corporation; d) determining and overseeing all fund-raising activities, d) and other duties as assigned by the treasurer, President, or Board.
- 3) The NOMINATING COMMITTEE is often chaired by the Past President and shall solicit nominations for those positions where there is no automatic succession and submit to the Board a list of qualified candidates to succeed those officers.

SECTION 6. AD HOC COMMITTEES. The Board of Directors may designate such ad hoc committees as it may determine from time to time. Any ad hoc committees created by resolution of the Board of Directors shall exercise such powers and authority as provided in the resolution of the Board of Directors creating such ad hoc committees. The term of the committee shall expire at the end of the term of the nominating President, unless specified otherwise in the resolution.

ARTICLE VIII– MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING OF MEMBERS. An annual meeting of the members shall be held at least once a year in conjunction with the Annual Conference, or at such other time as shall be determined by the Board of Directors. The business at the annual meeting of the members normally consists of reports of chairs and any other business placed on the agenda by the Board of Directors, or by signed petition of not less than five (5) percent of the members in good standing, received before the notice of meeting. Types of business conducted at the annual meeting are usually limited to sense motions, and shall not usurp the right of all members in good standing to vote on any substantive change to MAGC.

SECTION 2. SPECIAL MEETING OF MEMBERS. A special meeting of the members may be called at any time by the President or by a majority of the members of the Board of Directors then in office or by a majority of members as of the date such a signed petition is received. The method by which such a meeting may be called is as follows: Upon receipt of a specification in writing setting forth the dates and objects of such proposed special meeting, signed by the President, or by a majority of the members of the Board of Directors then in office, or by a majority of the members, the Secretary of MAGC shall prepare and issue the notice of meeting.

SECTION 3. NOTICE OF ANNUAL OR SPECIAL MEETINGS OF MEMBERS. Written notice of the time, place, and purposes of a meeting of members shall be given to each member of record entitled to vote at the meeting not less than thirty (30) or more than ninety (90) days before the date of the meeting.

ARTICLE IX – INDEMNIFICATION

SECTION 1. INDEMNIFICATION. The Corporation shall indemnify any Director [remove: or Officer] who was or is a party defendant or is threatened to be made a party defendant to the full extent allowed under the Michigan Nonprofit Corporation Act or other Michigan Law.

ARTICLE X – GENERAL PROVISIONS

SECTION 1. CONDUCT OF MEETINGS. Meetings of the Board of Directors and the members shall be conducted in accordance with the latest edition of Robert’s Rules of Order, unless there is a majority agreement by those present to suspend the rules of order for a particular agenda item.

SECTION 2. BANK ACCOUNTS. The funds of the corporation shall be deposited in fully insured accounts at such bank or financial institution as may be designated by the Board of Directors. All checks, drafts, or orders of the payment of money shall be signed in the name of the corporation in such manner and by such person or persons as the Board of Directors shall from time to time designate for the purpose. Detailed books of accounts pertaining to the administration of the corporation shall be kept in accordance with generally accepted accounting principles. Such account shall be open for inspection by the Board of Directors at each meeting of the Directors. All chapters shall promptly provide accurate accounts of their assets as requested by MAGC.

SECTION 3. CONTRACTS, CONVEYANCES, ETC. The corporation shall keep books and records of account and minutes of the proceedings of its Board of Directors and committees, as well as individual and committee reports. The corporation shall keep office records containing the names, addresses, and other contact information of all its Directors. All chapters shall keep MAGC informed of the names, addresses, and other contact information of all local officers, as well as any proposed or actual changes to their status. Any of such books, records, or minutes may be in written form or in any other form capable of being converted into written form.

SECTION 4. SEAL. If the corporation has a corporate seal, it shall have inscribed thereon the name of the corporation and the words “Corporate Seal” and “Michigan”. The seal may be used by causing it or a facsimile there of to be impressed or affixed or reproduced or otherwise.

SECTION 5. BONDS AND CORPORATION PROPERTY. At the end of his or her term, all [remove: Officers], Directors, Committee Chairs, employees or agents will promptly return ~~of~~ all books, papers, vouchers, money, and property of whatever kind in his or her possession or under his or her control belonging to MAGC. If required by the Board of Directors, they shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board of Directors, conditioned for faithful performance of the duties of his or her office, and for restoration to the corporation in case of his death, resignation, retirement, or removal from office.

ARTICLE XI – AMENDMENTS

SECTION 1. PROPOSALS FOR AMENDMENTS. Amendments to these bylaws may be proposed by a majority vote of the Board of Directors or by a petition signed by no fewer than ten (10) percent of the current members and submitted to the Board. Signatures may be gathered by any method legal under the Michigan Nonprofit Corporation Act or other Michigan Law. The Board of Directors shall submit a properly proposed amendment for vote within sixty (60) days of receipt.

SECTION 2. ADOPTION OF AMENDMENTS. The bylaws may be amended by approval of two thirds of the current members voting.

SECTION 3. RIGHT TO VOTE ON ALL SUBSTANTIVE CHANGES. All members in good standing shall have equal notice and opportunity to vote on changes to the bylaws and any other substantive changes to the corporation by vote of the membership without having to be present at any particular place or time. Such votes will be conducted by a method legal under the Michigan Nonprofit Corporation Act or other Michigan Law, as determined by the Board of Directors.

ARTICLE XII – DISSOLUTION

SECTION 1. DISSOLUTION. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, distribute all assets of the corporation to such organization or organizations as are qualified as tax exempt under section 501 (c)(3) of the Internal Revenue Service code as the Board of Directors shall determine.