

# **MINNESOTA COUNCIL FOR THE GIFTED AND TALENTED (MCGT)**

## **BY-LAWS**

(most recent amendments: November, 2012)

### **ARTICLE I. NAME AND PURPOSE**

Section 1. Name. The name of the corporation shall be the Minnesota Council for the Gifted and Talented.

Section 2. Purpose. The purpose of the corporation shall be to promote better understanding of, and education services for, gifted and talented children and their families. (Amended October, 2002). Said corporation is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 - or the corresponding provision of any future United States Revenue law. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth above.

### **ARTICLE II. MEMBERS AND DUES**

Section 1. Qualifications. Anyone interested in gifted and talented children shall be eligible for membership in MCGT.

Section 2. Membership. Any individual or family interested in becoming a member of the MCGT shall apply in writing and pay a membership fee as designated by the Board of Directors. (Amended September, 1997)

Section 3. Special Types of Membership.

A. Group Membership. Group memberships are available by affirmative vote of the Board of Directors of MCGT at a rate double that of individual membership. Group memberships will be allowed a single vote, and their representative may attend any conference at member rates. Other members of the group attending the same conference will pay non-member rates.

B. Honorary Membership. Honorary memberships may be granted by affirmative vote of the Board of Directors of MCGT. No fee is involved. Honorary members are not entitled to vote on organization matters. Honorary members may attend any conference at member rates.

C. Life Membership. Life memberships are available at a rate to be determined by an affirmative vote of the Board of Directors. Life members enjoy full rights and privileges of members. (Amended September, 1997.)

Section 4. Voting Rights. Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, provided that such member shall be given not less than ten (10) days written notice of such hearing.

Section 6. Resignation of Members. Any member may resign by filing a written resignation with the secretary.

Section 7. Annual Dues. The annual dues for membership in MCGT shall be determined at the annual meeting of the organization. Membership rates will be at the annual rate and will commence at the first of the month following receipt. (Amended September, 1997)

Section 8. Fiscal year. The fiscal year of the organization will extend from September 1 to August 31 of the following year. (Amended November, 1983)

Section 9. Benefits. Each member in good standing shall receive all benefits of membership.

### **ARTICLE III. MEETINGS OF MEMBERS**

Section 1. Annual Meeting. There shall be an annual meeting of the association during the period October to November, unless otherwise ordered by the Board of Directors, for election of members of the Board of Directors, for receiving the annual reports, and the transaction of other business. Notice of such meeting shall be mailed to the last recorded address of each member or emailed to members that provide an email address to send information electronically at least thirty (30) days before the time appointed for the meeting. (Amended September, 1987; November, 2011; and November, 2012)

Nominations from the floor, in writing, shall be called for with respect to any office to be voted upon, provided consent of the nominee has been secured and is so communicated to the annual meeting. (Amended, November, 2011)

Section 2. Special Meetings. A special meeting of the organization may be held at any time and at any place by call of the Board of Directors or 5% of the membership. Notice of any special meeting shall be mailed to each member at their last recorded address or emailed to members that provide an email address to send information electronically at least thirty (30) days in advance with a statement of time and place and information as to the subject or subjects to be considered. (Amended September, 1987 and November, 2012)

Section 3. Quorum. At every meeting of the general membership of the organization a quorum shall consist of the members present, and a majority of those present shall prevail on all votes unless otherwise directed by the Board of Directors.

### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Number, Manner of Selection and Terms of Office. The Board of Directors shall consist of the officers of the MCGT, at least four (4) elected directors and not more than four (4) appointed directors. The officers and elected directors shall be elected at the annual meeting and shall serve two (2) years, or until their successors have been elected and qualified.

The elected directors may appoint such additional directors as they deem necessary to carry on the work of the MCGT provided that the board shall never have more than thirteen (13) members including officers, elected directors, and appointed directors. Honorary board members and staff that serve in a nonvoting, ex-officio capacity to the board do not count when determining the number of board members.

Directors appointed by the Board shall be appointed to serve until the next annual meeting at which time they may be nominated and elected to a new term and become an elected director.

The two (2) year term of office of the appointed directors shall be staggered, as shall the two (2) year terms of the elected directors. (Amended May, 1984 and November, 2011)

Section 2. Qualification. All elected or appointed officers and directors of the corporation must be voting members of the MCGT.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, other than the office of president, may be filled until the next annual meeting by a majority of the remaining members of the Board. Any member of the Board of Directors who is absent from three (3) meetings of the Board without good and sufficient reason may, after

consideration of the Board, be removed from membership on the Board. Notification in writing shall be sent such member by the secretary, upon being so directed by the Board.

Section 4. Powers and Duties. The Board of Directors shall have full charge of the property and business of the corporation, with full power and authority to manage the same, subject to the instructions of the annual meeting.

Section 5. Regular Meetings. There shall be at least five (5) regular meetings of the Board of Directors annually. The president shall notify each of the directors of the place and time of all meetings at least one week before any such meeting. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent, or because of an irregularity in any such notice actually received.

Section 6. Special Meetings. The president may call special meetings of the Board and shall call a special meeting upon the written request of one-fifth of the members of the Board, who shall state the purpose for which they are requesting the meeting. Members of the Board shall be notified of the time and place of special meetings by email at least three (3) days prior to such meeting. (Amended November, 2012)

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action. Each member of the Board of Directors participating in a meeting by telephone or other electronic means is considered present at the meeting for purposes of determining a quorum and participating in all proceedings. (Amended November, 2012)

Section 8. Bonding. At the direction of the Board of Directors, any officer or employee of the MCGT shall furnish, at the expense of MCGT, a fidelity bond, in such a sum as the Board shall prescribe.

Section 9. Indemnification. The organization may, by resolution of the Board of Directors, provide for indemnification by the organization of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or officers of MCGT, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 10. Action Without Meeting. An action, other than an action requiring approval of members with voting rights, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.

The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.

When written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action or actions taken thereby. (Added November, 2012)

## **ARTICLE V. OFFICERS.**

Section 1. Enumeration and Election of Officers. The officers of the MCGT shall be a president, vice-president, secretary, treasurer and immediate past-president. They shall be members in good standing. They, except for the immediate past president, shall be elected by the membership at the annual meeting and shall assume office at the end of the Board meeting following the annual meeting. They shall serve terms of two (2) years or until their successors have been elected and qualified. (Amended 1982, September, 1997, and October 10, 1998)

Section 2. President. The president shall be the chief executive officer of the organization. The president shall preside at all meetings of the Board of Directors and the members, unless the president shall designate another person to preside. The president shall be, ex-officio, a member of all committees, except the nominating committee, and shall have such usual powers of supervision and management as may pertain to the office of the president and perform other duties as may be designated by the Board of Directors.

Section 3. Vice-president. The vice-president shall, in the event of absence, disability, resignation or death of the president, assume all the powers and perform all the duties of that office. In the event that the vice-president is unable to serve in that capacity, the Board of Directors shall elect one of its members to fill the vacancy. The vice-president shall perform such other duties as the president and Board of Directors may designate.

Section 4. Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book keep for that purpose. The secretary shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the members and of the executive committee, and shall perform such duties as may be prescribed by the Board of Directors or president, under whose supervision s/he shall operate. The secretary shall ensure that a copy of the roster of candidates for board of director positions is posted on the Organization's website at least thirty (30) days before the annual meeting. (Amended November, 2011)

Section 5. Treasurer. The treasurer shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the organization, in such depositories as may be designated by the Board of Directors. The treasurer shall ensure that the funds of the organization are disbursed as ordered by the Board of Directors and shall render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require, an account of all the transactions and of the financial condition of the organization. The books of the treasurer shall be subject to review by the Board of Directors or a committee established for this purpose. (Amended November, 2011 and November, 2012.)

Section 6. Immediate Past President. Upon the election and qualification of each new president after 1998, the previous president becomes the Immediate Past President for two (2) years or for the same term as officers elected at that time. The Immediate Past President, if choosing to do so, is considered a Board member and a member of the Executive Committee, when it meets. The Immediate Past President may choose to remain a Board member but not be a member of the Executive Committee. (Amended October 10, 1998)

## **ARTICLE VI. CHAPTERS**

Section 1. Chapters. Chapters of MCGT are considered to be an integral part of this corporate entity, and therefore need not be separately incorporated under the laws of the state of Minnesota.

Section 2. Members. Members of MCGT shall be organized into chapters, wherever feasible, in order to promote the purpose of MCGT and to further that purpose at the local level.

Section 3. Recognition Standards. Chapters shall be organized in conformity with recognition standards formulated by the Board of Directors and adopted at the Annual Meeting. The Board of Directors is authorized to recognize chapters conforming to such standards. Only one chapter in each community of interest, as defined by the Board of Directors, shall be recognized. (Amended September, 1997)

Section 4. Chapter Compliance with Tax and Regulatory Requirements. Each chapter shall do all necessary things in order to comply with requirements of the Internal Revenue Service, Minnesota Secretary of State and other state and federal agencies. Each chapter shall maintain its affiliation with the Minnesota Council for the Gifted and Talented, indicate that it is subject to MCGT's general supervision and control, and authorize the state organization to include it in state and federal filings. Chapters shall vote on affiliation with the Minnesota Council for the Gifted and Talented and, upon being affiliated, chapters shall receive all the benefits of affiliation. (Amended November, 2012)

Section 5. Meetings. Regular meetings of the chapter shall be held from time to time in such place and upon such notice as each chapter determines.

Section 6. Dues. All members shall pay annual dues to MCGT. If the member is not enrolled in a local chapter, MCGT shall retain the full amount. If the member is enrolled in a local chapter, the dues shall be divided between the local chapter and MCGT. The MCGT Board of Directors will determine the division of the dues, with a minimum of forty percent (40%) of those dues being remitted to the local chapter. The local chapter may then use its portion for such purposes as the chapter shall determine. (Amended October, 1999; and October, 2005)

Section 7. Withdrawal of Chapter Recognition.

A. The Board of Directors may withdraw recognition from any chapter for recurrent failure to conform to the recognition standards applicable. Recognition shall be withdrawn only after investigation by the Board and such action shall require a three-fourths vote by the Board present and voting. Withdrawal of recognition shall become effective immediately upon the decision of the Board.

B. A chapter from which the Board has voted to withdraw recognition may appeal the Board's decision to the next annual meeting by filing a written request signed by a majority of the members of the chapter. The annual meeting may, by a majority vote, decide to hear the appeal. If it decides to hear the appeal, the annual meeting shall establish its own procedure for such a hearing. Annual meeting decision on the appeal shall be by majority vote.

Section 8. Disposition of Funds. All funds held by a chapter which has become inactive, or which has undergone dissolution, or from which recognition has been withdrawn, or which has left MCGT, shall be transferred to MCGT. The Board may hold a designated portion of those funds for the future re-establishment of a chapter in the same community. (Amended September, 1987)

## **ARTICLE VII. COMMITTEES.**

Section 1. The president, subject to the approval of the Board of Directors, shall appoint such standing committees, special committees, or sub-committees as may be required by the by-laws or as s/he may find necessary.

Section 2. Executive Committee. The president, vice-president, secretary, treasurer, and immediate past president (or a Board member elected annually by the Board of Directors if the immediate past president has chosen not to serve on the executive committee) shall constitute an executive committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meetings any action taken, which is subject to revision or alteration by the Board of Directors. A majority of the members of the executive committee shall constitute a quorum for the transaction of business. Meetings may be called by the president. (Amended October 10, 1998)

Section 3. Nominating Committee. (This section was deleted by amendment, November, 2011.)

## **ARTICLE VIII. SPECIAL RULES.**

Section 1. Gifts and Contributions. The corporation is empowered to accept gifts or contributions with which to carry on its work. Gifts and contributions shall become the property of the organization only after approval of the Board of Directors.

Section 2. Use of Corporation Name. No use may be made of the name Minnesota Council for the Gifted and Talented, nor may individuals or groups speak or act publicly in behalf of the MCGT without prior approval from the executive committee or the Board of Directors.

Section 3. Funds and Checks. All funds received by the organization shall be deposited in a financial institution approved by the Board of Directors. All checks of the organization shall be signed by the Treasurer alone or, in case of his or her absence or inability to sign, by any two (2) officers or by any other person or persons who may be specifically authorized to sign by the Board of Directors. No borrowing of funds shall be made without the approval of the Board of Directors.

Section 4. Contracts. All contracts into which MCGT enters shall be approved by the Board of Directors and signed by the president or the secretary or by any other person who may be specifically authorized to sign by the Board of Directors. (Amended November, 2012)

Section 5. Written Vote. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes shall be put to a vote of the active membership and when it deems it not expedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing for vote and decision. Delivery may be by mail to the last recorded address of each member or by email to members that provide an email address to send information electronically.

The question thus presented shall be determined according to a majority of the votes received in writing within thirty (30) days after such submission is sent to the membership. Any and all action taken in pursuance of a written vote of the membership in each case shall be binding upon the corporation in the same manner as would action taken at a duly called meeting. For purposes of this provision, the board may authorize and set procedures for electronic voting. Votes received electronically in accordance with established procedures satisfy the requirement that votes be received in writing. (Amended November, 2012)

#### **ARTICLE IX. AMENDMENT PROCEDURES.**

Section 1. Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered in whole or in part:

A. by a majority vote at any duly called meeting of the membership, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member or emailed to members that provide an email address to send information electronically at least thirty (30) days prior to the date of the meeting, or,

B. by approval of the members through written vote in accordance with the provision of Article VIII, Section 5. (Amended November, 2012)

Section 2. The failure of any member to receive such notice of proposed changes shall not invalidate the amendment to the bylaws.

Section 3. When the bylaws are amended, the new version will be posted on the organization website and distributed to the Board of Directors within a month or by the next Board meeting, whichever is later.

A. The date of the most recent amendment will be placed on the first page of the bylaws.

B. The sense of the bylaw changes will be publicized in the MCGT newsletter. (Amended September, 1997 and November, 2012)

#### **ARTICLE X. DISSOLUTION.**

The corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the corporation. On dissolution of the corporation any assets remaining after payment of all debts and obligations shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

Revised bylaws adopted May 12, 1980, and amended at later dates, as noted .

