

Virginia Association for the Gifted

Bylaws

Article I: Name

The name of the organization shall be the Virginia Association for the Gifted, hereafter referred to as VAG.

Article II: Place

The location of the state headquarters shall be determined by the Board of Directors hereafter referred to as the Board.

Article III: Purposes

The purposes of VAG are educational, scientific, and charitable. The goals are as follows:

- A. VAG will strive to improve the education of gifted persons of all ages.
- B. VAG will sponsor and foster activities relevant to the education of gifted persons such as the dissemination of information, research, and other scholarly investigations.
- C. VAG will support and encourage specialized professional preparation for educators of gifted persons, as well as professional persons in fields related to the education of the gifted.
- D. VAG will cooperate with organizations, agencies or persons whose purposes are consistent with its own.

Article IV: Membership and Dues

Section 1. Membership is open to any individual or organization desiring to foster the purposes of VAG and who has a commitment and/or any interest in the area of education of the gifted regardless of gender, race, color, creed, or nationality.

Section 2. Each member in good standing has voting privileges and may hold elective office in VAG.

Section 3. The Board shall determine the dues. The dues are payable to VAG and shall be collected in the manner and at a time designated by the Board.

Section 4. Failure to pay dues within 3 months after they are due makes a member inactive and will suspend the privilege of voting, holding office, and receiving publications. A membership that has become inactive or has lapsed may be reinstated by payment of dues for the current year.

Section 5. Special assessments may be recommended by the Board and voted by a majority of the members present at a meeting or by a majority of votes received of members in good standing.

Article V: Officers and Directors

Section 1. The officers of VAG shall be the President, the Immediate Past-President, the President- Elect, the Vice President, the Secretary and the Treasurer. Except for the immediate past president, these offices are filled through an election process. Elections shall be held on even years and office shall commence at the first Board meeting following the election. Term of office for all officers shall be two years. Vice President, Secretary and Treasurer may serve consecutive terms. Slate of Officers is limited to present members of the Board of Directors.

Section 2. It shall be the duty of the President to provide leadership and supervision for VAG, to prepare the agenda for the Board and VAG meetings, to preside over all meetings of VAG and the Board, and to appoint committee chairpersons and committees of VAG.

Section 3. The President-Elect shall automatically succeed to the office of the President upon expiration of the President's term of office. The President-Elect shall assume and perform the duties of the President in the event of the absence or incapacity of the President. The President-Elect shall fulfill other responsibilities as assigned by the President.

Section 4. The Vice President shall serve as the Chairperson of the annual conference/seminar and shall fulfill other responsibilities as assigned by the President.

Section 5. The Past-President shall serve as Chairperson of the Elections Committee, Chairperson of the Bylaws and Policies Committee, serve as Historian/Parliamentarian, and fulfill other responsibilities as assigned by the President.

Section 6. The Secretary shall record all minutes of all Board and VAG meetings, shall update records, shall serve on the Publications Committee and shall fulfill other responsibilities as assigned by the President.

Section 7. The Treasurer shall be the principal accounting and financial officer of VAG. The Board shall specify duties.

Section 8. The Regional Directors shall include one professional and one parent from each of the geographic regions and one university representative from each four -year institution offering a degree program in Gifted Education. If a parent representative position is vacant and six out of nine of the current parent positions are filled by parents, a community representative may be appointed to fill the position. The directors are selected bi-annually. The regional Consortium selects the Regional Directors. All directors must be members in good standing of VAG.

Section 10. Vacancies in any office shall be filled by vote of the Board until the next regular election.

Section 11. Any officer elected by the membership or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of VAG would be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 12. An Executive Director shall be appointed by the Board for renewable terms as specified by the Board. The Executive Director shall perform, under contract, all duties assigned by the Board. The Executive Director shall be paid an annual fee, the amount of which shall be set by the Board. The Executive Director's performance shall be reviewed and evaluated annually by the Board or a committee of the Board. The Executive Director shall serve as an ex officio member of the Board and the Executive Committee.

Section 13. The Board may contract with additional paid staff.

Article VI: Board of Directors

Section 1. The Board shall be the administrative and policy-making body of VAG and shall exercise general supervision and control over the property and affairs of VAG.

Section 2. The Board shall set the budget of the Association.

Section 3. Should decisions of the Board have to be made between meetings, the President or the Executive Director is authorized to consult with the Board by mail, e-mail, telegram, or telephone to secure a vote.

Section 4. One or more directors may participate in a meeting of the Board by means of audio or video conferencing or similar communication equipment by means of which all persons participating in the meeting can hear each other; and such participation shall constitute presence in person at the meeting.

Section 5. One third of the members of the Board shall constitute a quorum.

Section 6. Members of the Board are expected to attend all meetings. Any member not attending at least two meetings may be asked to resign.

Section 7. Any member who voluntarily resigns or is asked to resign must wait a minimum of two terms (four years) before being considered for a position on the board.

Article VII: Meetings

Section 1. A business meeting of VAG shall be held at the annual conference/seminar. Other business meetings of VAG may be held at the call of the Board.

Section 2. Twenty-five members or 15% of the total membership, whichever is smaller, shall constitute a quorum of VAG.

Article VIII: Committees

Section 1. There shall be standing committees appointed by the President as provided in this article, and ad hoc committees as may be authorized from time to time by the President, or until terminated.

Section 2. The Executive Committee shall consist of the President, Past-President, President-Elect, Vice President, Secretary, and Treasurer. The Executive Director shall be an ex officio member of the Executive Committee. The Committee shall initiate policies and actions for the Board consideration.

Section 3. The Elections Committee shall consist of the Past-President (chair) and at least two other members of the Board. The Committee shall submit a slate to the Board for approval and prepare a ballot to be issued to the membership.

Section 4. The Program Committee shall be chaired by the Vice-President and includes the responsibility for the annual conference or seminar.

Section 5. The Finance Committee shall be chaired by the Treasurer and shall prepare the annual budget to be submitted to the Board.

Section 6. The Awards and Scholarships Committee shall receive nominations for awards specified by the Board, evaluate them, and select winners. The Committee will also screen applicants for scholarships and recommend recipients to the Board.

Section 7. The Publications Committee shall consist of the president, the secretary, the executive director and at least one other member of the board. The Committee will recommend publications to the Board.

Section 8. The Bylaws and Policies Committee shall be chaired by the Past-President. This Committee shall study the Bylaws and operational policies and recommend changes (additions, deletions, and modifications) to the Board.

Article IX: Amendments

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the members. Such action may be taken at a regular or special meeting for which 30 days written notice of the meeting's purpose must be given. Such action may also be taken by mail ballot for which 30 days written notice must be given. The Board may determine which method is used. The majority of the votes received of the members in good standing shall be required to adopt any proposed amendment.

The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with applicable law or the Articles of Incorporation.

Article X: Indemnification and Insurance

Section 1. Indemnification. To the full extent permitted by and in accordance with the procedures prescribed in the laws of the Commonwealth of Virginia, all Officers, Directors, and employees, agents, and representatives of the Corporation for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for the Corporation.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any expenses incurred in any proceeding and any liabilities asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the powers to indemnify him/her against such expenses or liabilities under the provision of this Article.

Article XI: Dissolution

Upon the dissolution of the organization, the Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such associations or associations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not to disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such association or associations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal income tax under Section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XII: Registered Agent

The registered agent of the Association, if any is required, shall be appointed by the Board and shall be a member of the Board or a member of the Virginia State Bar.