

BYLAWS

National Gifted and Talented Student Advocacy Board, hereafter to be referred to as the Board or
the Student Board

Updated November 2024

Article I: Purpose

- A. The purpose of the Board includes, but is not limited to:
 - a. Promoting student voice and advocacy in the gifted community
 - b. Advocating for the educational needs of the gifted
 - c. Encourage the creation and growth of programs for the gifted
 - d. Support the development of and research of programs designed to support the gifted
 - e. Spread information about the gifted and serve as a resource for the gifted
- B. The Board may engage in any lawful activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the “Tax Code”). The Board is also subject to the express limitations and restrictions contained in these bylaws.

Article II: Location

- A. The location of the headquarters may be determined at the discretion of the Board of Directors.

Article III: Board of Directors

- A. The Board of Directors shall manage the affairs, policy, and appointment of members to the Student Board.
- B. **Number.** The Board of Directors shall consist of a minimum of 3, and a maximum of 16 members.
- C. **Term.** The term of a Director shall be 2 years, with no restrictions on consecutive terms.
- D. **Appointment.** All members of the Board of Directors will be appointed by a joint decision of the members of the Board of Directors who were members of the Board of Directors in the previous term.
- E. **Positions** The board shall have 3 required positions, Chair of the Board, Vice Chair, and Secretary. The Chair and Vice Chair shall be presided upon by the President and Vice President(s) respectively. The Secretary shall be responsible for counting the votes of the Board of Director and Executive Panel during votes.
- F. **Meetings.** A minimum of 2 meetings must be held per year. A quorum must be present at these meetings. These meetings should be held approximately 6 months apart. These meetings may be held over any electronic communication approved by the Board.

- G. **Special Meetings.** A special meeting is one that may be called at any time by any member of the Board of Directors. A Director may call a meeting through any means of communication. Calling a meeting requires at least 2 hours of notice to be given to all Directors. These meetings do not require a quorum to occur, however without a quorum they will be unable to complete any actions requiring a quorum.
- H. **Quorum.** A Quorum must consist of at least one half of all voting directors, with a minimum of 3.
- I. **Voting.** All members of the Board of Directors have one vote. Voting may not be done by proxy, but may be done via electronic communication methods. Any actions taken based on a vote require a majority of a quorum. Some actions require a supermajority, which is to be defined as three-quarters majority of a quorum.
- J. **Actions Without Meeting.** The Board of Directors may take actions without a meeting if a majority of a quorum of directors gives written consent.
- K. **Vacancy.** Any director vacancy may be filled with an appointment made by a majority decision of a quorum of directors, as decided at any meeting with a quorum.
- L. **Removal.** A Director position may not be removed with intent of shortening or ending a Director's term.

Article IV: Officers

- A. **Officers.** The Officers of this Executive Panel consist of President, Vice President(s), Secretary, Treasurer. Officers must be members of the Board of Directors, if a member is

elected as an officer, they must also be provided an appointment on the Board of Directors.

- B. **Additional Officers.** Any additional officer positions may be added or removed from the Panel, and subsequently Board of Directors, as seen fit by the Board of Directors. This may only occur with a supermajority vote by the Board of Directors.
- C. **Election and Term.** All Officers shall be elected by the Board of Directors. Panel members will serve 1-year terms, with no limit on reelection or number of terms served.
- D. **Vacancy.** All vacancies should be filled as quickly as deemed possible through election by the Board of Directors, and the position will be a temporary position held until the end of term and next voting cycle.
- E. **President.** The President shall preside as the Chair of the Executive Panel, preside at meetings and give leadership to the rest of the board. The President also may have any additional powers granted to them by the Board of Directors.
- F. **Vice President(s).** The Vice President(s) shall serve as a secondary leader(s) to the President and hold all additional powers granted to them by the Board of Directors. In the event that the President is unable to fulfill their duties, the Vice President(s) shall assume aforementioned duties.
- G. **Secretary.** The Secretary shall be responsible for any recordkeeping and/or other duties prescribed by the Board of Directors.
- H. **Treasurer.** The Treasurer shall be responsible for management of funds, maintaining accurate accounts, and any additional duties given by the Board of Directors.

Article V: Executive Panel

- A. The Executive Panel is to be elected by the Board of Directors. The Panel is to be made of the Officers, and any additional positions that include, but are not limited to, those listed below. Any Panel positions may be added or removed as seen fit by the Board of Directors. However, the board may not remove a position with the intent of shortening or ending a member's term.
- B. **Election and Term.** All Executive Panel members shall be elected by the Board of Directors. Panel members will serve 1-year terms, with no limit on reelection or number of terms served.
- C. **Vacancy.** If any vacancies shall occur in the Panel, the Board of Directors may immediately elect a replacement for the remainder of the term.
- D. **Communications Officer.** The Communications Officer shall be responsible for ensuring all contacts held by the Student Board are up-to-date and accurate, and any additional duties given by the Board of Directors.
- E. **Public Relations Officer.** The Public Relations Officer shall be responsible for promoting the Student Board in a positive light, and all additional duties given by the Board of Directors.
- F. **Education and Policy Officer.** The Education and Policy Officer shall be responsible for keeping up to date records on the policies surrounding giftedness in each of the states, and any additional duties given by the Board of Directors.

Article VI: Membership of the Representative Board

- A. All voting members of the Representative Board shall be appointed by the Executive Panel
- B. Each state may have 2 members in the Representative board, with additional members being granted to states at the discretion of the Executive Panel
- C. The members shall serve 2 year terms, with members from the same state being elected on opposite years.

Article VII: Adult Advisor Committee

- A. The Student Board will provide provisions for an Adult Advisory Committee. These adults will serve as places of advice and guidance for the Board of Directors and Executive Panel, but will not have voting rights.
- B. This Committee shall be allowed input on all decisions regarding the Student Board, however their input does not need to be followed.
- C. The Committee shall serve as co-signatures on documents, emails, and other resources deemed necessary by the Board of Directors.

Article VIII: Elections and Appointments

- A. Elections and Appointments by the Board of Directors for any positions on the Executive Panel and Board of Directors shall occur within the months of April, May and June. Any

exceptions to this rule listed elsewhere in these bylaws, including but not limited to vacancies, take precedence over this clause.

- B. **Voting.** All voting rules outlined in Article III shall be followed for elections and appointments.

Article IX: Income

- A. **Dues.** The Board of Directors may determine an amount to be paid by members, if any.
- B. **Donations.** Donations and fees may be accepted through any form of payment, and may exceed the amount of costs for an event at which they were raised. The Board of Directors shall not accept any donations that would disqualify the corporation as a 501(c)(3).
- C. **Grants.** Grants may support programs, events, initiatives, and any other item deemed appropriate by the Board of Directors.
- D. **Other income.** Income derived from any source and not designated to a project may be used for any activities that support the goals of the Student Board.

Article X: Limited Liability and Indemnification

- A. **Liability.** No Director, Member, or Panel member shall be personally liable for monetary damages for conduct taken in capacity as a Member, Director or Panel member, provided that this article does not go against the laws of the District of Columbia.
- B. **Indemnification.** Any Director, Officer, employee, or member of the Student Board shall be indemnified against expenses, attorney's fees, judgements, fines, and any other amounts from legal proceedings in which the persons are fulfilling their duties for the Student Board or if they were acting in good faith on behalf of or for the Student Board.

Article XI: Fiscal Year

- A. The Fiscal year of the Student Board shall begin on January 1st and end on December 31st of each year.

Article XII: Amendments

- A. The Board of Directors may amend, repeal, or create new bylaws through a supermajority vote of Directors where a quorum is present. All members are to be allowed to give input via electronic communication methods, however the input holds no legal power in regards to amending the bylaws.
- B. All members are to be allowed to have a copy of any changes to the bylaws sent to them by request.