



Jefferson County Association for Gifted Children February 2017 Bylaws

ARTICLE I - GENERAL

Section 1. Name.

The name of this non-profit 501(c)(3) corporation is Jefferson County Association for Gifted Children.

Section 2. Purpose.

Jefferson County Association for Gifted Children (hereafter referred to as JAGC) is organized exclusively to advocate and provide resources for the educational and emotional needs of gifted children and their families, particularly in Jefferson County, CO under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. JAGC is a parent driven affiliate of Colorado Association for Gifted and Talented (CAGT) and a Colorado non-profit, tax-exempt corporation.

Section 3. Non-Partisan.

JAGC will be non-partisan. JAGC will not endorse nor fund any candidate for public office. It may, however, choose to educate members about campaigns without showing any type of bias. It may also, as outlined in Article IV below, take positions on policy issues that affect gifted children in Colorado.

Section 4. Limitation of Methods.

JAGC is a non-partisan, non-sectarian organization which shall take no part in political or legislative activities such as would jeopardize or cause the loss of its tax-exempt status under the Internal Revenue Code, or constitute illegal or unauthorized activities under any rule, regulation or law promulgated by The United States of America or the State of Colorado.

ARTICLE II – MEMBERSHIP

Section 1. Members.

Membership shall be open to anyone who is interested in furthering the purpose of this organization. Membership is granted upon payment of annual dues.

Section 2. Annual Dues.

Annual membership dues are set by The Board of Directors. The Board of Directors shall take into consideration that JAGC is an affiliate of the Colorado Association for Gifted and Talented.

Section 3. Member Activities.

The public is welcome at all JAGC functions. Only members in good standing may apply for elected and appointed board positions, and lead JAGC councils, committees, task forces, etc.

Section 4. Member Voting.

Each JAGC member in good standing is entitled to one (1) vote on each matter submitted to a vote of the membership.

Section 5. Voting Representatives.

Each JAGC member shall, at their option, designate an individual as his/her main point of contact, who will be the voting representative of that JAGC member, if voting in person is required. If voting is online, the member will submit their vote personally.

Section 6. Resignation and Termination.

A member may resign from JAGC upon written notice to The Board. A membership may be terminated by The Board, upon majority vote, for nonpayment of dues or fees after sixty (60) days past due, unless extended for good cause. Members may be expelled by The Board for activities that are contrary to JAGC's purpose and objectives. No member may be expelled for cause without the opportunity of a hearing before The Board at a designated time and place with reasonable notice. A two-thirds (2/3) vote of all Directors present shall be necessary to expel a member.

Section 7. Non-Voting Membership.

The Board of Directors shall have the authority to establish defined non-voting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Membership Meetings.

An annual meeting of the members shall take place in the spring of each year during the months of March, April, or May, the specific date, time and location of which will be designated by The Board of Directors. At the annual meeting, The Board will confirm the election results and provide a report on the activities of the organization. The Board shall make a good faith effort to inform all current members of this meeting at least 2 weeks in advance by either print or electronic means.

Section 2. Quorum.

Members present at any properly announced membership meeting shall constitute a quorum. Members may use this quorum to add agenda items and propose action items to the Board. Any policy recommendations or action items done through member raised initiatives must be addressed by the Board at its next regular session, or via special executive session.

Section 3. Voting.

All issues to be voted on, except those otherwise noted in these Bylaws, shall be decided by a simple majority of those present at the meeting in which the vote takes place. For Board elections, members must have their dues received by the JAGC Treasurer by the day nominations close. The Board of Directors may also establish procedures which allow for proxy voting; only when voting in person is required. If The Board finds the need

for online voting, updated procedures will be presented to members at least two (2) weeks prior to the vote. Online voting will be open for a period of two (2) weeks and monitored and tracked by the Secretary.

Section 4. Notice.

Notice of both regular and special meetings of the membership shall be sent to each member at least five (5) days in advance of the day of the meeting. Meetings of The Board of Directors shall only require notification of The Board of Directors members.

ARTICLE IV – QUESTIONS OF PUBLIC POLICY

Section 1. Public Policy.

JAGC may consider and formulate opinions on questions of public policy (i.e. legislative bills) and take appropriate action regarding those questions.

Section 2. Board Approval.

A three-fourths (3/4) majority vote of The Board present at a regular Board meeting and voting at such meeting shall have the authority to determine the policy and action of JAGC on any such questions.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Authority.

The government of JAGC, the direction of its work and the control of its property shall be vested in The Board consisting of between five (5) to twelve (12) members. The Board of Directors shall be composed of one (1) to eight (8) Members-at-Large in addition to the four (4) members of the Executive Committee. The Executive Committee shall always consist of at least three-fourths (3/4) parents of Jeffco Public Schools children with Advanced Learning Plans. Employees of Jeffco Public Schools are excluded from serving on the Executive Committee due to conflict of interest. To that same effort and to ensure the integrity of a parent run group, the total number of At-Large Board members shall always consist of at least two-thirds (2/3) parents of gifted children. The balance of At-Large Directors may be comprised of community members, including employees of Jeffco Public Schools. Directors receive no compensation other than reimbursement for reasonable expenses.

Section 2. Term of Office.

The term of office of the Directors of the Board shall be two (2) years. Directors are eligible for re-election. New directors and current directors shall be elected or re-elected by the voting membership at the annual meeting or by electronic means. The Board of Directors may make provisions for staggering terms of office, as needed. Terms of office shall begin on July 1 and end on June 30.

Section 3. Policies and Procedures.

The Board shall adopt rules for conducting the business of JAGC. The Board shall meet or at a minimum twice a year at a regular time and place and take all action by vote as required. An official board meeting requires

that each director have notice at least 3 days in advance by either print or electronic means. Special meetings may be called by the President or by one-third ($\frac{1}{3}$) of The Board. Each director has one vote on board matters. The Board of Directors may establish procedures which allow for proxy voting when in person voting is required. Online voting will be open for a period of time that has been approved by the board and monitored and tracked by the Secretary. Where public policy is questioned, no Director or Executive may answer on behalf of JAGC, unless The Board has given the authority. Not following this policy will put the Director or Executive in a poor standing with The Board.

Section 4. Ex-Officio Members.

The Board may include an ex-officio member. The Jeffco Public Schools GT Department may provide one (1) non-voting member as ex-officio, ideally the GT Director. The Ex-Officio member will be someone who lends expertise to The Board.

Section 5. Removal of Board Member.

A member may resign from JAGC upon written notice to The Board. Resignation from The Board must be received by the Executive Committee. A Board member, with the exception of ex-officio members, may be removed by a three-fourths ($\frac{3}{4}$) majority vote of the remaining Board members present and voting at a special or regular meeting. There shall be seven days (7) notice provided to all Board members prior to any vote to remove a Board member. Any Board member who misses three (3) consecutive Board meetings or any Board member who misses three (3) regular Board meetings in any twelve-month period without an excuse deemed valid by The Board may also be terminated. No member may be expelled without the opportunity of a hearing before The Board at a regular board meeting.

Section 6. Board Vacancies.

If any Board vacancy occurs by reason of death, resignation, or other cause, it may be filled for the remainder of that term by an appointee approved by The Board of Directors. The appointed member should be in good standing and ready to serve for the unexpired term. The Board's appointment shall be final when approved by a three-fourths ($\frac{3}{4}$) majority vote of Directors present at a regular meeting.

Section 7. Nomination Committee.

At a regular Board meeting, the Board President shall appoint, subject to approval by The Board of Directors, a Nomination Committee of three (3) members of The Board. As the Supervisor of Elections, the Secretary is not allowed to be a member of the Nomination Committee. The President shall designate the chairman of the committee. The Nomination Committee shall solicit nominations from the general membership for open Board positions. At a selected Board meeting, the Nomination Committee shall present to the President a final slate of candidates to serve two-year terms to replace the members whose regular terms are expiring and any nominations for current Board members seeking re-election. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. It is expected that the Nomination Committee will create and/or edit the nomination application and vetting checklist according to current Bylaws and Roles & Committees document. If the Nomination Committee is presented with multiple candidates whose positions would be limited in Article V, Section 1 above, it will be the discretion of the committee to decide the best candidate based on the vetting checklist. The evaluation of candidates for re-election to The Board of Directors and the Executive Committee shall include reviewing the performance by the Board member of the entire spectrum of Board member responsibilities during his or her prior term. All slate candidate rulings by the Nomination Committee are final and not open for judgement by non-committee members. Once the slate has

been approved by the Board, it is then given to the Secretary for the remainder of the Election Process, and the Nomination Committee is thereby dissolved.

Section 8. Appointment of New Board Members.

The nominated slate of candidates shall be reviewed and approved by a three-fourths (3/4) vote of The Board of Directors present at a regular meeting. The Board shall screen prospective members to ensure they; (i) represent the community served by JAGC; (ii) have an interest in and the ability to assist JAGC activities, (iii) support the mission and values of JAGC; and (iv) are able to participate effectively in fulfilling the responsibilities of their desired Board position according to JAGC Roles and Committees document. All applicants must have their dues received by the JAGC Treasurer by the day nominations close. In the event that a tie is realized at the time of election, the current board, at a special meeting, will decide the tie.

Section 9. Quorum.

A majority of Board members constitutes a quorum. Once a quorum is established, a simple majority of those Board members present will decide any questions except those concerning public policy and any other matters requiring passage by a three-fourths (3/4) majority. This includes online voting.

Section 10. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors or Executive Committee may be taken without a meeting if all directors individually, or collectively, consent in writing to that action. Such action shall have the same force and effect as a unanimous vote of The Board. Such written consent or consents shall be filed with the minutes of The Board or Executive Committee.

Section 11. Executive Committee.

- a. Positions: The Executive Committee shall be comprised of the following Board Members: a President, a Vice President, a Treasurer, and a Secretary.
- b. Duties:
 - i. The President shall convene board meetings and shall preside or make arrangements for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. The President shall undertake other duties as assigned by The Board. The President shall also fulfill the duties as outlined in the JAGC Roles and Responsibilities of Board Positions and Committees official document.
 - ii. The Vice-President shall assist the President and undertake other duties as assigned by the Board. The Vice President shall also fulfill the duties as outlined in the JAGC Roles and Responsibilities of Board Positions and Committees official document.
 - iii. The Secretary shall be responsible for overseeing the keeping of records of board actions and assuring that corporate records are maintained in good and timely order. The Secretary shall also fulfill the duties as outlined in the JAGC Roles and Responsibilities of Board Positions and Committees official document.
 - iv. The Treasurer shall be responsible for overseeing the keeping of financial records of the association and for making financial information available to The Board and for state and federal filings. The Treasurer shall also fulfill the duties as outlined in the JAGC Roles and Responsibilities of Board Positions and Committees official document.
- c. Quorum: A majority of the voting members present at a meeting shall constitute a quorum.

- d. **Authority:** The Executive Committee shall have the power to act on matters referred to it in the interval between Board Meetings. The Executive Committee is responsible for reviewing and directing the execution of all deeds, notes and other formal legal documents and seeing that the direction, policies and regulations of The Board are carried out by the President. The Executive Committee shall not have the authority of the Board of Directors in reference to the amending, altering or repealing of the Bylaws, or electing, appointing or removing any officer or director of JAGC. Minutes of the Executive Committee meetings or actions shall be provided to The Board at the regular board meetings.
- e. **Confidentiality:** **The Executive Committee shall, from time to time, discuss, decide and act on matters that are considered confidential to the business of JAGC. Executive Committee members shall treat all information designated by the Executive Committee pursuant to this Section as confidential, and therefore, shall not disclose or use any such information except as required in connection with the performance of its obligations under this Section 10. Breach of confidentiality by any member of the Executive Committee will be deemed serious enough to consider removal from The Board pursuant to Article V, Section 5 of these Bylaws.**

Section 12. Executive Committee Vacancies.

If any Executive Committee vacancy occurs by reason of death, resignation, or other cause, the President of The Board shall have the power to fill the vacancy by appointing a director in good standing to serve for the unexpired term. The President's appointment shall be final when approved by a three-fourths (3/4) majority vote of Directors present at a regular or special meeting. In the case where the President role is vacant, the Board will appoint a current Director, by a three-fourths (3/4) majority vote of Directors present at a regular or special meeting, a new President in good standing to serve for the remainder of the term.

Section 13. Nomination of Executive Committee.

In addition to nominating a slate of new directors as defined in Article V – Section 7, the Nomination Committee will nominate the following slate of officers: President of the Board, Vice President, Secretary, and Treasurer. The Nomination Committee recommendations shall be presented to the full Board at the designated Board meeting in the month prior to the election. Officers currently filling the above positions, not having reached their term of office, may continue in that position if they so desire. Nominations may also be made from the floor at that meeting. Nominations made from the floor must have a first and second and must have the verbal permissions of the candidate, if present, or the written permission of the candidate, if absent. If no nominations are made from the floor, the recommended slate will be elected with majority approval of The Board. If nominations are made from the floor, a secret ballot will be cast to decide. Ballots will be counted and announced by the Committee Chairman at that meeting.

Section 14. Fees and Compensation.

Directors are required to pay their annual dues as a condition of good standing as a member of The Board. Directors and members of committees shall serve without compensation for their services. This is a volunteer only organization. Members will be reimbursed for out of pocket expenses that have been pre-approved by the Directors, or are deemed reasonable after the fact.

ARTICLE VI – COMMITTEES**Section 1. Appointment and Authority.**

The Board of Directors may designate such committees and task forces as from time to time shall be expedient, and shall assign to them such duties and powers as the Board may seem advisable. The responsibilities of each committee will be outlined in the JAGC Roles & Committees document.

Section 2. Limitation of Authority.

No action by any member, committee, Director or Executive shall be binding upon, or constitute an expression of the policy of, JAGC until it shall be approved or ratified by the Board of Directors. Committees and task forces shall be discharged by the President of the Board when their work is completed, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3. Committee Appointments.

The President shall appoint a separate Board member as the Chair for each of the Committees. No action or expression of a member, Committee, Director, or Executive shall be binding upon, or constitute an expression of the policy of JAGC until it has been approved or ratified by The Board.

Section 4. Committee Chairs.

Committee Chairs are responsible to The Board and shall issue regular reports to The Board of plans and activities.

Section 5. Committee Funds.

Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended must be deposited or paid by JAGC. Committee fund balances are treated as restricted or unrestricted assets of JAGC and are not the property of individual committees.

Section 6. Quorum.

At any meeting of a JAGC Committee, the presence of fifty (50%) of the membership of the Committee shall constitute a quorum. Actions may be taken by a majority vote of those present at a meeting.

ARTICLE VII – FINANCE**Section 1. Budget and Fiscal Year.**

The Executive Committee may adopt a budget, if deemed necessary, for the coming year. If the Executive Committee chooses to adopt a budget, that budget shall be submitted to the Board of Directors for approval by the first Board meeting of the year. The fiscal year of JAGC shall commence on July 1 of each year and end on June 30 of each year.

Section 2. General Fund.

All money paid to JAGC shall be placed in the general operating fund unless specifically designated by the donor or benefactor as being for a specific purpose, scholarship, sponsorship, fundraiser, event or program.

Section 3. Disbursements.

If a budget is approved, the President and/or Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 4. Annual Financial Review.

The financial accounts of JAGC shall be reviewed annually following the close of business on June 30, and thereafter, presented to the Board following its completion.

Section 5. Revenue.

No part of the revenue of JAGC shall inure to the benefit of any individual; however, JAGC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 6. Maintenance and Inspection of Articles, Bylaws and Other JAGC Records.

A copy of JAGC's Articles of Incorporation, Roles & Committees, and Bylaws, as amended to date, shall be maintained within the records of the Secretary and shall be open to inspection by any member at any reasonable time.

JAGC's books and records of accounts and minutes of the proceedings of its Board of Directors shall be kept within the records of the Secretary. The minutes shall be kept in written form and the books and records accounts shall be kept in written form or in any other form capable of being converted to written form.

ARTICLE VIII – LIABILITY & INDEMMIFICATION

No director shall be liable for any debt, obligation, or liability for the association. Any officer or director of JAGC shall be indemnified and held harmless to the full extent allowed by law. JAGC will provide for indemnification of all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made party to as a result of having been Directors of JAGC. The exception to this rule will be if a present or former Director has been found liable for negligence or misconduct in the performance of duty.

ARTICLE IX – AMENDMENTS

These bylaws may be amended by three-fourths (3/4) majority of the Board of Directors. Language of proposed amendments must be included with the notice of the meeting at which review of possible amendments will occur. No amendment to these bylaws shall render them in conflict or inconsistent with the Articles of Incorporation. The bylaws shall be reviewed at least once a year at the Annual Board Retreat.

ARTICLE X – AUTHORITY

Section 1. Parliamentary Authority.

Robert’s Rules of Order, Revised shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with these bylaws.

Section 2. Final Source of Authority.

Colorado Revised Statutes shall be the final source of authority governing the Organization where not provided in these Bylaws or Articles of Incorporation.

ARTICLE XI – REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Registered Office.

The registered mailing address of JAGC is 14405 W. Colfax Avenue, #179, Lakewood, CO 80401 and may be moved from time to time as deemed advisable by The Board.

Section 2. Registered Agent.

The registered agent for JAGC is the Treasurer and may be changed as deemed advisable by The Board.

ARTICLE XII - DISSOLUTION

Section 1. Distribution Upon Dissolution.

As stated in the Articles of Incorporation: Upon dissolution, any assets of the Jefferson County Association for Gifted Children shall be given to the Colorado Association for Gifted and Talented.

The above Bylaws were amended, approved and adopted by the Board of Directors on this ____ day of ____, 2017.

Secretary, Jefferson County Association for Gifted Children