



Gifted Association of Missouri  
P.O. Box 3252, Springfield, MO 65808  
www.mogam.org

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# **Gifted Association of Missouri**

## **BYLAWS**

A Not-For-Profit Corporation  
(Amended through October 2015)

### **ARTICLE I: NAME**

The name of the Corporation shall be the Gifted Association of Missouri, Inc.

### **ARTICLE II: PURPOSES**

The purposes of the Corporation shall be:

- To create an awareness among parents, educators and the general public of the characteristics, needs and educational requirements of the gifted and talented.
- To support the development of funding of programs for the gifted and talented.
- To share and disseminate information about existing local, state and federal educational programs for the gifted and talented.
- To encourage research relating to the identification of gifted and talented children and to assist in the dissemination of the information obtained to educators and the public.

### **ARTICLE III: MEMBERSHIP**

- Section 1. Membership in the Gifted Association of Missouri, Inc., is available to all persons who support the purposes of the Corporation and who comply with its bylaws. Membership shall be open to all without regard to race, color, creed, sex or national origin.
- Section 2. Institutional memberships are available to all local gifted associations, schools and colleges and other organizations or groups. Corporate memberships are also available.
- Section 3. Annual membership dues shall be in such amounts as may be established by the Board of Directors of the Corporation.
- Section 4. Membership shall be on annual basis, renewing one year from the date membership is processed; memberships are processed on the last day of the month.

## ARTICLE IV: OFFICERS OF THE CORPORATION

### Section 1. Officers

The elected officers of the Corporation shall be President, Executive Vice-President, Conference Vice-President, Membership Vice-President, Finance Vice-President, and Secretary. The President and Executive Vice-President shall have served previously on the Board of Directors. The Executive Secretary shall assist the officers as directed by the President and Board of Directors.

### Section 2. Duties

Officers shall perform the duties prescribed by these Bylaws and be the parliamentary authority adopted by the Corporation.

#### A. President

The President shall have the usual executive powers of supervision and management such as may pertain to the office of President, and such other powers and duties designated by the Corporation's Board of Directors and the Executive Committee, and shall:

- 1) Execute with the Secretary of the Corporation, all legal documents of the Corporation.
- 2) Appoint the members of each committee, special or standing, authorized by the Board, except the Nominating Committee.
- 3) Serve as an ex-officio member of all committees except in those specific instances where such appointments may otherwise be provided by these Bylaws.
- 4) Supervise, direct, evaluate, and report to the Board concerning the work of the Executive Secretary.

#### B. Vice-Presidents

##### 1. The Executive Vice-President shall:

- a. Fill a vacancy in the office of President;
- b. Perform the duties of the President in all cases in which the President is unable to serve;
- c. Serve as chair of the Public Relations Committee;
- d. Serve as alternate to the President and assist in such matters as may be delegated by the President or by the Corporation's Board of Directors;
- e. Serve as a member of any committee except the Nominating Committee, whenever designated by the President.

##### 2. The Conference Vice-President shall:

- a. Perform the duties of the President in all cases in which the President and Executive Vice-President are unable to serve;
- b. Serve as chair of the Conference Committee.

3. The Membership Vice-President shall:
  - a. Perform the duties of the President in all cases in which the President, the Executive Vice-President, and the Conference Vice-President are unable to serve;
  - b. Serve as chair of the Membership Committee.
4. The Finance Vice-President shall:
  - a. Perform the duties of the President in all cases in which the President, the Executive Vice-President, the Conference Vice-President, and the Membership Vice-President are unable to serve;
  - b. Serve as the Chief Financial Officer of the Association;
  - c. Perform the duties usually pertaining to the office of treasurer;
  - d. Serve as chair of the Finance Committee;
  - e. Be custodian of the business papers, and other securities, belonging to the Corporation;
  - f. With the approval of the Board of Directors, make special arrangements with a recognized financial institution, or institutions, regarding investments in securities and their safe keeping.

C. Secretary

The Secretary shall:

1. Be responsible for the minutes of the Corporation;
2. Execute with the President of the Corporation, all legal documents of the Corporation.

D. Executive Secretary

The Executive Secretary shall provide staff support for the Association's programs

1. As directed by the President and Board of Directors;
2. As set forth in a written Contract and a written Job Description approved by the Board of Directors.
3. As otherwise set forth in these bylaws. The Executive Secretary, subject to the direction of the President of the Board of Directors, shall be responsible for day-to-day operations of the Association.

Section 3. Election of Officers

A Nominating Committee of at least five members shall be elected by the Board of Directors. Neither the President nor the Executive Vice-President shall serve on the Nominating Committee. It shall be the duty of this committee to nominate candidates for the elected offices of the Corporation.

No less than 20 nor more than 60 days prior to the date set for the annual membership meeting, the report of the Nominating Committee shall be sent to each member of the Corporation, together with notice of the date, time, and place of the annual membership meeting. Additional nominations from the floor shall be permitted at the annual meeting.

## **ARTICLE V: TERMS OF OFFICE**

### Section 1. Terms of Office

The officers shall serve for a term of two years each, or until their successors are elected to take office.

### Section 2. Beginning of Terms

Officers shall be elected at the annual meeting and shall commence their terms at the end of the annual meeting at which they were elected.

### Section 3. Vacancies

A. All vacancies in office, excluding the President, shall be filled until the next election by the Corporation Board of Directors.

B. A vacancy in the office of the President shall be filled by the Executive Vice-President.

## **ARTICLE VI: BOARD OF DIRECTORS**

Section 1. The Corporation shall have a Board of Directors. The Board of Directors shall establish, maintain, and administer the general policies of the Corporation.

Section 2. The Board of Directors shall consist of the officers of the Corporation, the Chairpersons of the standing committees and task forces, and eight additional directors. For the purpose of electing the non-officer directors, "regional districts" shall be established by the Board of Directors. The Executive Secretary shall be ex officio a nonvoting member of the Board of Directors and shall assist the Board of Directors as directed by the President of the Board.

Section 3. At each annual membership meeting, members residing in each regional district shall caucus separately to elect one of their members as a regional district director and one as a regional district .

Section 4. In the event any Regional District Director becomes an officer of the Corporation, resigns, or otherwise fails to serve the entire term to which elected, the Regional District Assistant Director in the regional district shall fill the remainder of the term. Should the Regional District Assistant Director be unable or unwilling to serve, the Board of Directors shall elect a replacement to serve until the next election in that regional district.

In the event any standing committee or task force Chairperson becomes an officer of the Corporation, resigns, or otherwise fails to serve the entire term, the President, with the approval of the Board, shall appoint a replacement to serve until the next annual membership meeting.

Section 5. The Board of Directors shall meet at least two (2) times each year. Additional meetings may be called by the President. Any other three (3) members of the Board may request in writing, in care of

the Corporation Secretary, additional meetings. The Board of Directors may also request, by resolution, additional meetings.

Section 6. Twelve (12) members of the Board of Directors, which number must include a minimum of three (3) members of the Executive Committee and the director or assistant from at least four (4) regional districts, shall constitute a quorum.

Section 7. Except as otherwise set forth in these bylaws, the Board of Directors shall have full authority over the expenditure of funds, which actions shall be reported to the membership at its general meeting.

## **ARTICLE VII: COMMITTEES AND TASK FORCES**

Section 1. A Conference Committee, composed of the Conference Vice-President and such other members as shall be selected by the Conference Vice-President and the Corporation President and approved by the Board of Directors, shall be appointed by the President promptly after each annual membership meeting. It shall be the responsibility of the committee to plan and organize the Corporation's Annual Conference on Gifted Education and other duties as directed by the Board of Directors. The committee shall make regular reports to the Board of Directors at each meeting.

Section 2. A Membership Committee, composed of the Membership Vice-President and such other members as shall be selected by the Membership Vice-President and Corporation President and approved by the Board of Directors, shall be appointed by the President promptly after each annual membership meeting. It shall be the responsibility of this committee to conduct a membership drive, to contact new members, and to promote Corporation membership on a continuing basis, along with other duties as directed by the Board of Directors. The committee shall make regular reports to the Board of Directors at each meeting.

Section 3. A Finance Committee, composed of the Finance Vice-President and four other members selected by the Finance Vice-President and Corporation President and approved by the Board of Directors, shall be appointed by the President promptly after each annual membership meeting. It shall be the duty of this committee to prepare a budget for the fiscal year that begins the first day January, and to present an annual Finance Report to the general membership meeting of the Corporation. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by majority vote of the Board of Directors.

Section 4. Other standing or special committees and task forces shall be established by the Board of Directors as necessary to carry on the work of the Corporation. With the approval of the Board of Directors, the President shall appoint or reappoint Chairpersons of these other committees and task forces (except the Chairperson of the Nominating Committee) promptly after each annual meeting and whenever vacancies occur, and shall appoint members to each committee and task force.

Name, composition, duties, and methods of reporting of all standing committees shall be determined by the Board of Directors and thoroughly delineated in the Board Guidelines to be maintained by the Corporation. Name, composition, term of service, duties, and method of reporting of all special committees and task forces shall be determined by the Board of Directors at the time of appointment and recorded in the Corporation minutes and in the Board Guidelines.

Each committee and task force shall perform the duties set forth in the Board Guidelines and other duties as directed by the Board of Directors. The President shall be ex officio a member of all committees and task forces as directed by the President and Board of Directors.

Section 5. The chairpersons of the committees shall present general plans of action to the Board of Directors for approval. No action shall be taken until the general plans are approved. The committees shall execute other instructions that may be given to them by the Board of Directors.

Section 6. No individual or committee shall solicit funds in the name of the Gifted Association of Missouri without prior approval of the Board of Directors.

Section 7. There shall be an Executive Committee consisting of the President, Executive Vice-President, Conference Vice-President, Membership Vice-President, Finance Vice-President, Secretary of the Corporation, and, in addition, three other members, one of whom must be a Regional District Director. The Regional District Directors shall elect their member to serve on the Executive Committee. The other two members shall be elected by the Board of Directors of the Corporation. The Executive Secretary shall be ex officio a nonvoting member of the Executive Committee and shall assist the Executive Committee as directed by the President of the Board of Directors.

The Executive Committee may exercise all of the powers of the Board of Directors between meetings of the Board of Directors, subject to the approval of the Board of Directors at the next meeting. The Board of Directors may from time to time expressly limit the actions of the Executive Committee. The Executive Committee shall present general plans of action to the Board of Directors. No action shall be taken until the general plans are ratified by the Board of Directors. The Executive Committee shall establish its own operating procedures. Minutes of all actions taken by the Executive Committee shall be retained in the permanent records of the Corporation.

## **ARTICLE VIII: MEETINGS**

Section 1. A minimum of one (1) general meeting shall be held annually and shall be planned by the Corporation.

Section 2. The members of the corporation present at the annual meeting shall constitute a quorum.

## **ARTICLE IX: TAX EXEMPT STATUS**

In order to maintain an exemption under 501(c)(3) of the Internal Revenue Code:

Section 1. No part of the net income 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.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4. Upon dissolution of the Corporation, the directors shall after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as determined by a two-thirds vote of the Corporation upon recommendation of the Board of Directors. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

The most recent publication of Robert’s Rules of Order shall be the authority in all questions of parliamentary procedure.

## **ARTICLE XI: AMENDMENTS AND REVISIONS**

Section 1. These bylaws may be amended at any regular meeting for the corporation by a two-thirds vote of the members present and voting.

Section 2. Proposed changes in the bylaws shall be furnished to members of the Corporation not more than 60 nor less than 20 days prior to the date of the annual membership meeting or any special membership meeting called by the Board of Directors.

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Adopted by the first Board of Directors, July 31, 1981, in Jefferson City, Missouri. Amended by the membership in October, 1983; November, 1989; November 1990, November, 1991; November, 1994; November 1999; October, 2000; October, 2007; October, 2013; October, 2014.