



Arkansans for Gifted and Talented Education CONSTITUTION

Article 1 – NAME

The name of this organization shall be Arkansans for Gifted and Talented Education (AGATE).

Article II – PURPOSES

The purpose of this organization is to act on behalf of the education and welfare of the gifted and talented children and youth of Arkansas by

- Serving as a unified voice for gifted and talented children
- Disseminating information
- Stimulating statewide activities
- Encouraging the development and implementation of educational programs
- Establishing a working relationship with other organizations or institutions whose objectives include working for gifted and talented
- Supporting and assisting the enactment and implementation of national, state, and local legislative programs that create educational opportunities for gifted and talented children.

Article III – MEMBERSHIP

Section 1 – Eligibility

Membership shall be open to any individual or institution that is interested in and supportive of the purposes set forth in Article II of this constitution. The payment of dues constitutes acceptance into membership.

Section 2 – Annual Dues

Annual Membership dues shall be set by the Board of Directors. There shall be several categories of membership, which shall include but not be limited to regular (individual, family, friend, sponsor) and business/institutional (school, civic organization, patron, partner).

Section 3 – TERM

The term of membership shall be for one year.

Section 4 – Voting Privileges

Voting privileges shall be as follows

- Individual membership shall entitle the member to one vote
- Couple membership shall entitle the members to one vote each
- Business and institutional memberships shall be entitled to one voting delegate.

Section 5 – Local Chapters

Groups wishing to form an AGATE Affiliate Chapter may do so by

- Meeting the requirements established by the AGATE Board
- Passing a resolution to the effect and forwarding a copy of such resolution to the Membership Committee Chair.

Chairpersons of the AGATE Affiliate Chapters shall be ex-officio members of the AGATE Board of Directors. See By-Laws.

The Membership Committee shall act on the request for affiliation within thirty (30) days and notify the applicant and the AGATE Secretary of the results of such action.

Article IV – BOARD OF DIRECTORS

The Board of Directors shall consist of the elected officers, the standing committee chairpersons, and the AGATE legislative advocate. With the exception of the legislative advocate who is ex-officio, each member may cast one vote.

Article V – OFFICERS

Section 1 – Eligibility

Officers shall be members in good standing when elected and shall remain so throughout their term of office.

Section 2 – Numeration

The twelve officers shall be the President, President-Elect, Membership Vice President, Immediate Past-President, Secretary, Treasurer, five District Directors, and one Affiliate Director (elected by AGATE affiliates).

Section 3 – Nomination

Nominations for officers will be presented to the board for approval by the Nominating Committee, and then presented to the general membership for voting.

Nominations will be accepted from the floor at the annual conference meeting.

Section 4 – Election

Election of officers shall take place during the annual conference meeting. Officers shall be elected by secret ballot requiring a majority vote by the members voting at the annual meeting or by absentee ballot. Directors of odd numbered districts shall be voted on in even numbered years and directors of even numbered districts shall be voted on in odd numbered years. An Affiliate Director will be elected by AGATE affiliates for a term of two years.

Section 5 – Terms of Office

The officers shall assume their duties July 1 following their election. The terms of office shall be for two years.

Section 6 – Succession

The President and President-Elect may serve only one term. The President-Elect automatically becomes the next president. No other office automatically ascends position. Other offices may not succeed themselves more than once, with the exception of the office of the Treasurer, which shall be decided upon by the Board of Directors.

Section 7 – Vacancy

In case of a vacancy, the Executive Committee shall appoint a member in good standing to fill the unexpired term. In the event that the appointment is for more than six months, it shall be deemed as one full year of a term of office.

Section 8 – Removal from Office

A petition for removal of an officer shall be signed by at least five (5) members and submitted in writing to the President. If the President is the subject of the petition, it shall be presented to the Membership Vice President. The President (Membership Vice President) shall solicit relevant evidence from all parties concerned and call a meeting of the Executive Committee to consider the matter. The Executive Committee shall forward the petition with or without recommendations to the membership at a special general meeting called for the purpose.

An opportunity shall be made available to all interested parties to present relevant evidence at this meeting. A two-thirds majority vote of the members present is necessary for removal from office.

Section 9 – Resignation

An officer or board member may resign at any time by giving a written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof. The acceptance of the resignation shall not be necessary to make it effective.

A resignation shall be in effect when a member of the Board of Directors has missed three consecutive board meetings.

Section 10 – Execution of Written Instruments

Leases, deeds, mortgages, and contracts shall be executed by the President and attested by the secretary unless the Board of Directors shall in particular situations designate another procedure for their execution.

Article VI – DUTIES OF THE OFFICERS

Section 1 – President

It shall be the duty of the President to preside at all general meetings, Executive Committee meetings, and meetings of the Board of Directors. The President shall appoint all committee chairpersons except that of the Nominating Committee and the Membership Committee. All appointments shall be made annually and are subject to the approval of the Board of Directors.

Section 2 – President-Elect

It shall be the duty of the President-Elect to assume the duties of the President in the absence of the president or in the event of a vacancy in the Presidency.

Section 3 – Membership Vice President

The Membership Vice President shall be the chairperson of the Membership committee and shall be responsible for the membership duties as assigned by the Board of Directors, excluding the collection of dues.

Section 4 – Immediate Past-President

The Immediate Past-President shall serve as the chairperson on the Nomination Committee and shall be a member of the Board of Directors.

Section 5 – Secretary

The Secretary shall be the custodian of all official records and documents of AGATE except as otherwise noted in the constitution. The Secretary shall record the minutes as well as the meetings of the Executive Committee and the Board of Directors.

The Secretary shall attend to correspondence as directed by the Board of Directors.

Section 6 – Treasurer

The Treasurer shall be bonded and certified to make withdrawals and sign financial documents and shall make full report to all receipts and disbursements at the annual meeting and at such other times as requested by the Board of Directors.

Section 7 – District Directors

District Directors shall represent five regional districts and shall be a member of the AGATE Board of Directors.

Section 8 – Affiliate Director

One Affiliate Director shall be elected by the AGATE Affiliates to represent them as a voting member.

Article VII – COMMITTEES

Section 1 – Executive Committee

The Executive Committee (4 persons) shall consist of the President, President-Elect, Secretary, and Treasurer, and shall conduct business as directed by the Board of Directors.

Section 2 – Standing Committees

The Standing Committee Chairpersons shall be appointed annually by the President and confirmed by the vote of the membership with the exception of the nominating chair who is the immediate past president. They shall assume their duties July 1st following the end of the annual conference meeting. They may serve more than one term in office. Each committee chairperson shall appoint the members of his/her own committee unless otherwise specified in this Constitution. The Standing Committees shall include the following

- Awards Committee
- Legislative Committee
- Finance and Audit Committee
- Conference Committee
- Membership Committee
- Public Relations
- Newsletter Committee
- Education Committee
- Nominating Committee

The description for the committees will be contained in the By-Laws.

Section 3 – Ad Hoc Committees

The President, Executive Committee, or Board of Directors may establish such Ad Hoc Committees as may be necessary to facilitate the purposes of AGATE as stated in Article II of this Constitution and shall designate their powers and the terms of the committees' appointments.

Section 4 – Appointment of Committee Members

The members of the Standing and Ad Hoc Committees shall be appointed by the chairpersons of those committees, unless otherwise specified in this Constitution.

Article VIII – MEETINGS

Section 1 – Board Meetings

Annually, the Board of Directors and the President shall determine the time and place of quarterly meetings.

Special meetings of the Board may be called by the President or by any two board members who submit a written request.

Section 2 – Annual Meetings

The annual meeting of AGATE shall be held during the spring conference unless otherwise ordered by the Board of Directors.

Section 3 – Special Meetings

Special general meetings may be called by the Board of Directors.

Section 4 – Notification

Notification of general meetings of the membership shall be made to the membership at least one month prior to the meeting.

Section 5 – Quorum

A quorum shall consist of the President or chairperson and a simple majority of the members, except that, in a general meeting, a quorum shall consist of the members present.

Article IX

Section 1 – Fiscal Year

The fiscal year shall be July 1st through June 30th.

Section 2 – Accounts and Audits

The books and accounts of AGATE shall be kept in accordance with generally accepted accounting principles and shall be audited annually by an independent accountant.

Section 3 – Unbudgeted Expenditures

The Executive Committee may authorize and expenditure not included in the budget if that expenditure does not exceed \$500. An unbudgeted expenditure that exceeds \$500 requires the approval of a majority of the Board of Directors.

Article X – PARLIAMENTARY AUTHORITY

The parliamentary authority of AGATE shall be the latest edition of Robert's *Rules of Order*.

Article XI – AMENDMENTS, REVISIONS, AND BY-LAWS

The Constitution may be amended by a majority vote at the annual meeting.

The membership shall be provided with copies of the proposed amendment or revision at least thirty (30) days prior to the meeting at which the vote will be taken.

The AGATE Board of Directors, by majority vote of the board, will establish By-Laws clarifying duties and roles of officers and committees, constitutional procedures, and other board guidelines.

Article XII – DISSOLUTION

Section 1

Upon the dissolution of this organization, the Board of Directors shall, after paying or making provisions 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 organizations or organizations 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 (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Section 2

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal officer of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIII – RESTRICTIONS

Section 1

No part of the net earnings of this 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 distributions in furtherance of the purpose set forth in Article II hereof.

Section 2

No substantial part of the activities of this organization shall be the carrying on of propaganda, and the organization 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, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4

No officer or member of this organization shall speak officially on behalf of this organization without the express approval of the Board of Directors.

Section 5

Any article or provision contained in this Constitution that is in conflict with the Arkansas Non-Profit Corporation Act shall not be enforceable

Original Constitution adopted November, 1979. Amended 6/80, 2/81, 3/83, 3/85, 3/86, 2/89, 6/89, 2/91, 2/93, 2/97, 2/01, 2/02, 2/06