

NAGC REGULATIONS

Approved February 2007

Updated as of February 2021

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ARTICLE I: NAME

- 1.1 The name of the corporation is the National Association for Gifted Children, hereafter referred to as the Association. It is incorporated under the laws of the State of Ohio as a nonprofit corporation.

ARTICLE II: LOCATION

- 2.1 The location of the headquarters of the Association shall be determined by the Board of Directors, hereafter referred to as the "Board."

ARTICLE III: PURPOSE

- 3.1 The purposes of the Association are educational, scientific, and charitable. The goals are as follows:
 - A. Serve as a public advocate concerning the needs of the gifted.
 - B. Promote research and development of the nature of the gifted at all ages, education levels, and diverse populations.
 - C. Disseminate information to school personnel, parents, and public officials concerning the nature and education of the gifted.
 - D. Encourage and assist the development of local and state organizations to support gifted education.

The Association will accomplish its goals through research, meetings, study committees, and publications.

ARTICLE IV: MEMBERSHIP

- 4.1 NAGC shall offer the following classes of membership:
 - A. Regular Member
 - B. Life Member
 - C. Institutional Member (non-voting)
 - D. Student Member (non-voting)
 - E. Parent Member (partial voting rights)

REGULAR MEMBERSHIP in the Association shall be open to any individual desiring to foster the purposes of this Association. Regular Members can vote and hold office.

LIFE MEMBERS are Regular Members who pay a one-time membership fee, who can vote and hold office.

INSTITUTIONAL MEMBERSHIP is held by a school, library, state affiliate or other similar organization. It does not include the right to vote or hold office.

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STUDENT MEMBERS are graduate or undergraduate students who pay a reduced fee and have no voting privileges, nor can they hold office.

PARENT MEMBERSHIP shall be open to any individual interested in receiving information targeted to gifted children, their parents, and grandparents. *Parent members pay a reduced fee and cannot hold office. Parent members have voting privileges only for the parent representative on the Board of Directors.*

- 4.2 Any individual or organization desiring to foster the purposes of this Association shall be eligible for membership regardless of race, religion, cultural background, ethnicity, nationality, disability, gender, age, marital and family status, socio-economic status, or sexual orientation or gender identity.
- 4.3 Membership in the Association shall become active upon filing an application and payment of initial dues.
- 4.4 Dues are payable to the Association. Fees for student, parent, institutional, and lifetime membership categories will be set as a percentage or multiple of the regular membership fee.
- 4.5 Failure to pay dues within three 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.
- 4.6 Dues for each class of membership are set by the Board.

ARTICLE V: OFFICERS

- 5.1 Officers. The elected officers of the Association and the Board of Directors shall be the President, President-Elect, Treasurer, and Governance Secretary. A candidate for office must be a member eligible to vote who meets the criteria for the office established by the Board of Directors and has served at least one term on the Board of Directors within the past 10 years.
- 5.2 Terms. Officers are limited to one two-year term per office. An officer who steps in to cover a vacancy will be eligible for an extended or additional term.
- 5.3 President. It shall be the duty of the President to preside at all meetings of the Association, to act as Chair of the Board, and to exercise general leadership and supervision over the affairs of the Association. The President also appoints committees and task forces of the organization in consultation with appropriate stakeholders and organization committees and with approval from the Board.

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- 5.4 Past President. After a two-year term, the President shall automatically become the Past President. The Past President will serve a two-year term as an ex-officio member of the Board and chair the Elections Committee. Past presidents may not run for the Board again at the conclusion of their term of office.
- 5.5 President-Elect. The President-Elect shall serve as Chairperson of the Annual Convention and the Program Committee and shall fulfill such other duties as are assigned by the Board. 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. Should the office of the President become vacant, the President Elect shall become the President immediately and shall serve both the unexpired portion of the previous President's term and the elected term.
- 5.6 Treasurer. The Treasurer will serve as the Chair of the Finance Committee and shall fulfill such duties as are assigned by the Board.
- 5.7 Governance Secretary. The Governance Secretary will serve as Chair of the Governance Committee and shall lead the Governance Committee to monitor the governance function and identify potential policy issues and shall report to the Board on an annual basis any suggested changes to the regulations, policies, and procedures of the organization that may be appropriate and in the best interests of the organization.
- 5.8 Removal. Any officer may be removed for cause only. By petition of a majority of the members of the Board of Directors, the Board may consider removing any officer. Upon receipt of such a petition, the President (or President-Elect, if it is the President who is charged) shall convene the Board to conduct a hearing on the matter. The officer who is charged may also make a defense statement to the assembled Board and/or be represented by counsel at his/her own expense. At least two-thirds of the Board members must be present at the hearing. The Board will render its decision in writing at the close of the special meeting, unless the Board determines by a vote of those present that further investigation is necessary. The Board need only state a general reason for removal in its written decision, which should remain confidential. Only those members who are present for the hearing will be eligible to vote. The vote for removal must be approved by two-thirds of the members of the Board who are present at the special meeting.
- 5.9 Vacancies. In the event of vacancy in the Office of President, the President-Elect shall become the President and serve the unexpired portion of the President's term. In the event of vacancy of the other elected offices, the Board of Directors may select a Board member to serve out the unexpired portion of the term.

ARTICLE VI: BOARD OF DIRECTORS

- 6.1 The Board of Directors is entrusted with overall management of the Association and shall govern the affairs of the Association in accordance with any applicable law, the articles

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of incorporation, Regulations and official policies and procedures. The Board of Directors shall establish the strategic direction of the organization, set policy, and exercise general supervision over the property, budget, and affairs of the Association.

- 6.2 The Board shall consist of 14 voting members: four elected officers of the Association, four elected representatives (*school/district representative, parent representative, network representative, and state representative*), six (6) elected at-large members, the Past President (who shall serve as an ex-officio member of the Board of Directors, without voting privileges), and up to two additional nonvoting members appointed by the governing Board in accordance with paragraph 6.6 below. The Executive Director shall also serve without vote as an ex-officio member of the Board of Directors. Board member responsibilities will be delineated in a written position description. In the event of a tie vote for directors, the Board may temporarily have 15 voting members.
- 6.3 Term. Officers of the Association and the Board of Directors will serve two-year terms. Members of the Board of Directors will serve **three-year terms**. A non-officer Director who has served two terms on the Board of Directors may run again for the Board after a period of at least four years off the Board. Individuals are limited to three non-officer terms on the Board.
- 6.4 Elected Members. The President-Elect will be elected in odd numbered years. The Treasurer and Governance Secretary will be elected in even numbered years. Two At-large Board members will be elected each year to maintain a total of six At-large Members of the Board. Terms of office shall commence the first day of September following the election.
- 6.5 Qualifications. With input from appropriate organization committees and stakeholders, the Board shall develop general qualifications for Board members that reflect the skills and experience necessary to execute the requirements of the position. These general qualifications shall be included in the Policy Manual. The Board may also delineate additional, special qualifications for some members of the Board which reflect the needs of the Association such as appointed members with special expertise in issues confronting the Board or a person to represent a specific stakeholder group with special needs in the Association.
- 6.6 Appointed Members. Appointed members shall serve staggered two-year terms and shall serve in an ex-officio capacity (without voting privileges). After the election results are known each year, one appointed member may be recommended by the Elections Committee with input from appropriate organization committees. Appointed member recommendations shall be designed to ensure that the Board of Directors includes diverse stakeholders, expertise appropriate to the strategic emphasis of the organization, and new leaders. Appointed member recommendations shall be in conformance with qualifications determined by the Board and approved by the Board. Appointed members will take office on the first day of September or as soon thereafter as a qualified candidate is approved by the Board.

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- 6.7 Meetings. The Board of Directors will hold three regular meetings per year. A quorum must be present to conduct a meeting. Directors may participate in a meeting of the Board of Directors by means of authorized communication equipment. Such participation shall constitute presence at the meeting. In addition to the regular meetings of the Board, special meetings of the Board may be called by the President, President-Elect, or any two directors. Absent an emergency, each director shall receive notice of a meeting seven business days prior to the meeting by personal delivery, email, or fax. That notice need not specify the purposes of the meeting.
- 6.8 Voting. Voting may be accomplished by any means authorized by the Board at any properly called meeting in which a quorum is present. Each Board member has one vote. The number of votes needed to decide an issue will be the affirmative vote of the majority of members present at a meeting with a quorum present. No Board member can assign his/her vote to another through a proxy.
- 6.9 Quorum. A quorum shall consist of two-thirds of the number of voting directors then holding office.
- 6.10 Authorized communications equipment for purposes of the Regulations shall mean communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.
- 6.11 Vacancy: In case of a vacancy in any director position other than those for which specific provisions have been stated, the Board may appoint an interim director to serve until the next general or special election.
- 6.12 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII: ASSEMBLY, ANNUAL BUSINESS MEETING

- 7.1 Annual Meeting. An annual business meeting of the members shall be held over the dates of the Annual Convention, for the transaction of such business that may come before the meeting, including an annual report of financial, membership, and professional objectives. The election of directors shall not be held on the day designated for the annual meeting; such elections shall be held annually in conformance with these regulations through authorized communication methods.

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- 7.2 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than 40 percent of the members having voting rights.
- 7.3 Place of Meeting. The Assembly shall meet annually at the Convention unless otherwise determined by the Board. The Board of Directors may designate any place, either within or outside of the state of Ohio, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting were otherwise called, the place of meeting shall be the national headquarters of the Association.
- 7.4 Notice of Meetings. Notice stating the place, day, and hour of any meeting of members shall be delivered by authorized communication methods to each member entitled to vote at such meeting, not less than 30 nor more than 120 days before the date of such meeting, by or at the direction of the President, the Governance Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these Regulations, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.
- 7.5 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least 65 percent of the members entitled to vote.
- 7.6 Quorum. A quorum shall consist of 100 members of the Assembly. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.
- 7.7 Voting. The Assembly shall have the power to call for a ballot of the entire membership, through authorized communication equipment as a way of deciding on any business of the association, and such vote shall be binding if a majority of those voting, and not less than 25 percent of the total NAGC membership, support the motion.

ARTICLE VIII: COMMITTEES

- 8.1 Committees. There shall be two types of committees as provided for in this Article: (a) Board Committees, which report to the Board of Directors and support the strategic, fiduciary, and governance functions of the Board; and (b) Organization Committees, which report to the National Office and support the National Office in implementing the strategic directions set by the Board.
- 8.2 Task Forces. In addition to committees, the Board of Directors may authorize task forces to accomplish specific, time-limited objectives. Purpose, objectives, time-frame, budget, and reporting shall be determined when the task force is created.

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- 8.3 Board Committees. Committees of the Board have the power to act for the Board and these acts are binding on the Board. Accordingly, committees of the Board must consist of Board members only, with the exception of the Elections Committee, which requires broader involvement. Board committees may rely upon and consult with non-Board members in a non-voting capacity.
- 8.3.1 Governance Committee. The Governance Committee will consist of the Governance Secretary, as chair, and at least two other members of the Board of Directors. The Governance Committee will monitor the governance function and document potential organizational issues, and shall report to the Board on an annual basis any suggested changes to the Regulations, policies and procedures of the organization that may be appropriate and in the best interests of the organization.
- 8.3.2 Finance and Audit Committee. The Finance and Audit Committee will consist of the Treasurer, as chair, and at least two members of the Board. The Finance Committee shall prepare the annual budget to be submitted to the Board.
- 8.3.3 The Elections Committee. The Elections Committee will consist of the Past President, as chair (without voting privileges), and at least three voting members of the Board, as well as four to six designated positions representing various stakeholder groups, including an additional Past President. With input from appropriate stakeholders and organization committees, the Elections Committee recommends a slate to the Board of potential new Board members for election by the membership.
- 8.4 Organization Committees. Organization committees may be approved and designated by the Board pursuant to the recommendations of the Executive Director. Except as otherwise provided in the resolution, members of each such committee shall be members of the Association.
- 8.4.1 As per section 5.3, the President shall recommend committee appointments with input from appropriate stakeholders and/or organization committees and the approval of the Board. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.
- 8.4.2 Except as otherwise provided in official policies, each member of a committee shall continue as a member until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

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- 8.4.3 Acts of Organization Committees must be submitted as proposals and recommendations to the Board for review unless the committee is acting to implement a prior vote of the Board pursuant to a specific written directive of the Board.

ARTICLE IX: NETWORKS

The Association will include Networks authorized by the Board of Directors. Networks are created to provide for association of individuals within NAGC who share common interests within the field of gifted education defined by either professional role or personal interest. All groups that operated as “Divisions” within NAGC during 2006-2007 will be designated as the initial Networks of the Association and will maintain their current names.

- 9.1 Each Network shall support the mission and purposes of the Association and support the Association’s purposes, strategic plan and programs through its activities. Organization of Networks shall conform to the procedures specified in the Policy Manual.
- 9.2 All Network members shall be members of the Association.
- 9.3 Dues may be assessed for Network membership. Such dues shall be established by the Board of Directors in the normal budget process, based on services delivered as specified in the Policy Manual.
- 9.4 The success of Networks shall be assessed periodically by the Board of Directors as defined by the Policy Manual.

To ensure fulfillment of the mission and purposes of the Association and the success of Networks, the Network Representative on the Board of Directors will serve as liaison between Networks, Board of Directors, and NAGC National Office staff.

Article X: SPECIAL INTEREST GROUPS

- 10.1 The Association will include Special Interest Groups (SIGs) authorized by the Board of Directors. SIGs are created to address special issues and concerns related to gifted and talented education such as information about identification, support services and/or research related to gifted children. Procedures for formation and revocation of SIGs shall be as specified in the Policy Manual.
- 10.2 Each SIG shall support the mission and purposes of the Association and support the Association’s purposes, strategic plan and programs through its activities. Organization of SIGS shall conform to the procedures specified in the Policy Manual.
- 10.3 All SIG members shall be members of the Association.

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- 10.4 Dues may be assessed for SIG membership. Such dues shall be established by the Board of Directors in the normal budget process, based on services delivered as specified in the Policy Manual.
- 10.5 The success of SIGs shall be assessed periodically by the Board of Directors as defined by the Policy Manual.
- 10.6 SIGs may apply for recognition as Networks when specified criteria are met and procedures followed as specified in the Policy Manual.

ARTICLE XI: ELECTIONS

- 11.1 Board Elections shall be held annually and terms of office shall commence on the first day of September following the election.
- 11.2 Development of the Slate. The Elections Committee will present the slate for each election of the organization to the Board of Directors. The procedures used to create the slate will include, but not be limited to: (a) establishing clear criteria and application procedures for each elected position; (b) an open call for nominations; and (c) active recruitment efforts to ensure that the slates presented include diverse stakeholders, expertise appropriate to the strategic emphases of the organization, and new leaders.
- 11.3 Election Procedures. The approved ballot shall be sent to all eligible voting members of the Association. The election shall be open for at least 4 weeks. Electronic voting is permitted. Ballots shall be tallied by an independent agent. The Executive Director shall report the results to the Board and the Membership.
- 11.4 In case of a tie vote for election to the Board, both candidates shall be certified as elected and one fewer candidate shall be elected in the next election. In the case of a tie vote for officers of the Association, the Board shall decide by lot before the new Board takes office.

ARTICLE XII: EXECUTIVE DIRECTOR AND NATIONAL OFFICE

- 12.1 Executive Director. The Board shall employ a salaried chief executive whose term and conditions of employment shall be specified by the Board. A review committee composed of a subset of the Board, including the officers, is delegated the authority to annually evaluate the performance of the Executive Director and determine the compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.
- 12.2 Executive Director Authority and Responsibility. The Executive Director shall articulate and execute the Association's mission and programs and work with the Board of Directors to provide a vision for the Association, while effectively managing approved resources and protecting the assets of the organization. The Executive Director shall

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manage and direct all activities of the organization subject to the policies and written directives of the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the organization and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, and delegate those responsibilities of management in the best interests of the organization. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors.

- 12.3 Vacancy. In the event that the Executive Director resigns, is recalled, or becomes incapacitated, the President may appoint a temporary replacement to serve until the Board can meet to select a successor.
- 12.4 National Office. The Association shall maintain a national office. The Executive Director will be responsible for the operation of the national office.

ARTICLE XIII: INDEMNIFICATION AND INSURANCE

- 13.1 Indemnification. To the full extent permitted by and in accordance with the procedures prescribed in the laws of the State of Ohio, the Corporation shall indemnify any and all of the Directors and any and all of the Officers, 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.
- 13.2 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 provisions of this Article.
- 13.3 Indemnification and Insurance Policy. The National Association for Gifted Children will indemnify and hold harmless its Directors, Officers, Committee Chairs, Network Chairs, other individuals holding elected positions, agents, employees, and representatives of NAGC for their acts and omissions, intended and unintended, taken in the course of meeting their responsibilities to NAGC.

ARTICLE XIV: AMENDMENTS

- 14.1 A vote of the membership shall be required to amend any Regulations, or to adopt new Regulations. The Board, in its discretion, shall select among the following methods for membership voting:

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- 14.1.1 Adopted by the affirmative vote of two-thirds of the voting members present at a meeting of the assembly provided that notice has been given to each voting member at least 30 days and not more than 120 days in advance of the meeting.
 - 14.1.2 Adopted by a ballot distributed to all active, voting members of the Association. Electronic voting is permitted. The polls shall be closed no more than sixty days after the communication is sent, and the amendment shall be declared passed if it is approved by two-thirds of those voting.
- 14.2 The Governance Committee will conduct and supervise the voting on amendments and report the results to the Board.

ARTICLE XV: FISCAL YEAR

- 15.1 The fiscal year of the Association shall be from September 1 to August 31 of the following year.