BYLAWS

of

GIFTED MINDS PROSPER

ARTICLE I - NAME

This organization shall be an incorporated non-profit organization and shall be called the GIFTED MINDS PROSPER (herein referred to as "GMP" or as the "Association").

ARTICLE II - PURPOSE AND GOALS

Section 2.1 - Purpose.

GMP is an organization of parents and professionals who are concerned with supporting and creating expanded opportunities for the education of gifted and talented students of all ages in the Prosper Independent School District and their families. GMP supports and encourages the development of such programs, both within the public schools and as extra-curricular activities utilizing community and individual resources.

Section 2.2 - Goals.

The goals of GMP shall be as follows:

A. To empower our gifted and talented ("GT") students and their families by providing programs and opportunities for furthering their knowledge as well as fostering social opportunities to connect and collaborate with others;

B. To identify additional needs of GT students, families and schools and to champion solutions to address them;

C. To create awareness of the needs of GT students and facilitate involvement for community members to help GMP in meeting those needs;

D. To increase awareness and sensitivity of parents, teachers, school administrators and the public to the needs of gifted and talented children;

E. To encourage and support the Prosper Independent School District and other schools in their efforts to provide a qualitatively differentiated educational program by which each person may advance toward his/her fullest potential;

F. To provide a chain of communication between the Association, the community, the Prosper Independent School District administration and staff, the Board of Education, and all who are interested in the needs of gifted children;

G. To provide a base for disseminating information about giftedness and available resources;

H. To provide a support forum for parents of gifted and talented children and to encourage parents' participation in public education and other programs for gifted children;

I. To locate, utilize and create resources for educational opportunities for all persons interested in gifted and talented education;

J. To be influential in supporting local, state, and national legislative programs which benefit education for gifted and talented children; and

K. To cooperate with other non-profit groups with similar aims to carry on any other activities reasonably designed to promote the education of gifted and talented children to achieve their utmost capabilities.

ARTICLE III - MEMBERSHIP

Section 3.1 – Membership.

Membership in this non-profit organization shall be open to all who are interested in the purposes of the Association and upon payment of the current year's dues.

Section 3.2 – Family Membership.

One family membership includes up to two adults. For purposes of voting at regular meetings, a family membership shall have one (1) vote per parent or legal guardian, so long as their family membership is in good standing.

Section 3.3 – Staff Membership.

A staff membership is open to any Prosper Independent School District ("PISD") staff member and includes one adult. For purposes of voting at the regular meeting, a PISD staff membership shall have one (1) vote, so long as their membership is in good standing.

Section 3.4 – Community Membership.

An individual person who is not the parent or guardian of a K-12 student may fill out an application for a community membership. Such membership must be approved by majority of the Executive Board. Community membership does not have voting privileges.

Section 3.5 – Professional/Corporate Membership.

For purposes of voting at regular meetings, a company, government, association or school entity shall have one (1) vote each, so long as its membership is in good standing. Such membership of affiliates with associations with common interests and purposes are by recommendation of the Executive Board. All advertising materials presented by such associations must also be screened and approved by a majority of the Executive Board.

Section 3.6 – Honorary Membership.

An honorary membership may be granted by a majority vote of the Executive Board to those who excel at promoting the needs of gifted children and when deemed appropriate. The membership is owned by the singular named honoree, and such person shall not be required to pay membership dues. An honorary member does not have voting rights unless such honorary member pays a nominal yearly voting fee. Such yearly voting fee shall be determined by a majority vote of the Executive Board.

Section 3.7 – Advisory Membership.

An advisory membership may be granted to a teacher or administrator of the Prosper Independent School District who is also a member of the districts GT program. This position does not have to pay dues and does not have voting rights.

Section 3.8 – Duration.

Membership shall be from September 1st through August 31st of the following calendar year.

Section 3.9 – Affiliations.

GMP may maintain an alliance with the Texas Association for the Gifted and Talented ("TAGT") as well as the National Association of Gifted Children ("NAGC").

ARTICLE IV - DUES

Annual membership dues and due date therefore shall be determined by the Executive Board (herein also referred to as "Board"). Any change in the dues shall be set by the Executive Board and be approved by 50% plus 1 vote (hereinafter, "Simple Majority") of the membership at regular meetings. In the event the changed amount set by the Board for any year is not approved, the dues shall be the same as those last approved by the membership.

ARTICLE V – OFFICERS

Section 5.1 - Number.

The officers of the GMP shall be: President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 5.2 - Term.

Term of office shall be September 1 through August 31 of each year.

Section 5.3 - Limitation.

No officer shall serve in the same office for three (3) full years in succession, nor may any person hold two (2) elected offices at the same time. The President shall have served on the Executive Board for any one (1) year preceding election to President (except for the inaugural officers who cannot have any prior experience by definition). The President may serve on the Executive Board at the conclusion of their presidency for continuity and support.

Section 5.4 - Vacancies.

Any vacancy in any office for an unexpired term shall be filled by a Simple Majority vote of the Executive Board.

Section 5.5 - Records.

Each officer of the Executive Board shall be responsible for maintaining written records of that office and shall convey these records to the successor. They shall also provide copies of the records to the Secretary no later than August 31 of each year.

Section 5.6 - Attendance.

It is expected that the Executive Board meetings shall be regularly attended by its members. If at any time during an officer's term of office, any officer misses three (3) Executive Board meetings, such member shall be deemed to have immediately resigned his or her position with the GMP, unless a majority of the remaining Executive Board members otherwise agree.

Section 5.7 - Qualifications.

A. Before a candidate may seek or be nominated to become an officer in accordance with Section 8.2 or Section 8.3, the candidate must have at least one child who is currently admitted into the Prosper Independent School District's Gifted and Talented Program. There will be NO EXCEPTIONS to this requirement;
B. Any candidate or officer must always represent GMP in a positive light and with a positive attitude and may be removed from office for failing to do so.

Section 5.8 – Removal.

Any officer can be removed from office if at least two-thirds (2/3) of the vote of the Executive Board or if at least two-thirds (2/3) majority of the membership vote for the removal of that officer.

ARTICLE VI - DUTIES OF OFFICES

Section 6.1 - The President shall:

A. Preside as chairperson of all membership meetings and Executive Board meetings;

B. Serve as a chairperson of the Communications Committee;

C. Be an ex-officio member of all committees, except the Nominating Committee;

D. Represent the Association in any activities related to the education or interests of talented and gifted children. Including but not limited to addressing the School Board, and may delegate any member to represent the Association if the President and First Vice President are unable to serve.

Section 6.2 - The First Vice President shall:

A. Assume the duties of the President in the absence or at the request of the President;

B. Serve as chairperson of the Program Committee;

C. Perform all other functions as directed by the President.

Section 6.3 - The Second Vice President shall:

A. Assume the duties of the President in the absence of the President and the First Vice President;

B. Serve as chairperson of the Membership Committee; promote, recruit and enlist members in GMP, and keep membership records current;

C. Perform all other functions as directed by the President.

Section 6.4 - The Secretary shall:

A. Keep accurate minutes of all membership meetings and Executive Board meetings;

B. Be responsible for necessary correspondence;

C. Be responsible for notifying Executive Board members of the regular and special meetings of the GMP Board;

D. Be responsible for maintenance of all permanent records of GMP;

E. Perform all other functions as directed by the President.

Section 6.5 - The Treasurer shall:

A. Receive and deposit all monies of GMP;

B. Disburse such sums as approved by the Executive Board of the membership;

C. Keep an accurate record of receipts and expenditures;

D. Present a brief financial statement at every regular Executive Board meeting and, if requested, at any regular meeting of the membership;

E. Submit financial records for audit within thirty (30) days of the end of the fiscal year;

F. Perform all other functions as directed by the President;

G. File all necessary paperwork in order to achieve and maintain I.R.S. 501c3 status.

ARTICLE VII - EXECUTIVE BOARD

Section 7.1 - Membership and Authority.

The Executive Board shall consist of the five (5) elected officers and all chairpersons of the six (6) standing committees. Except as otherwise provided, the Executive Board shall have the power to transact the business of the GMP; however, only the officers may receive or disburse funds.

Section 7.2 - Meetings/Quorum.

Meetings of the Executive Board shall be held as needed. The date of such meetings shall be set by the President. A quorum shall consist of a majority of the members.

Section 7.3 - Notice.

The Executive Board members shall be notified at least three (3) days prior to the Executive Board meeting.

Section 7.4 - Special Meetings.

Special meetings of the Executive Board may be called by the President or by notice to the President by three (3) members of the Executive Board.

Section 7.5 - Past President.

The immediate Past President, if available, shall be an ex-officio member of the Executive Board and shall serve as Parliamentarian of the GMP.

ARTICLE VIII – ELECTIONS

Section 8.1 - Eligibility.

Only members who are qualified according to Section 5.7 and also in good standing and who have previously served on committees may be nominated for office in the Association (except the inaugural officers and committee chairpersons). Any candidate for the office of President must have served previously as a representative on the board in another capacity before becoming eligible for election as President (except the inaugural President).

Section 8.2 - Nominating Committee.

At a general membership meeting to be designated by the Executive Board a nominating committee consisting of five (5) persons shall be constituted. Two (2) shall be selected by the Executive Board and three (3) elected by its membership. The Nominating Committee shall

select its own chairperson, shall secure consent to serve from prospective nominees, and shall present a written slate of nominees for the five (5) elected offices at the next following general membership meeting. Nominating committee participants are eligible to run for office and be placed on the officer slate.

Section 8.3 - Voting.

Officers shall be elected annually in May. Officer nominations and voting may be conducted in-person, by mail (including electronic mail), or online; provided that a Simply Majority of the Executive Board is satisfied that the electronic mail and online options include functionality designed to prevent duplication and unauthorized voting. The Executive Board shall provide prior written notice (electronic mail shall be an acceptable notification method) to all members eligible to vote of the procedures and timelines that will be used for the nomination and election of officers. The slate of officers shall be presented at the May meeting, at which time additional nominees may be nominated from the floor providing consent of the nominee has been obtained at that time. The candidates receiving a Simple Majority of the votes cast shall be declared elected.

Section 8.4 - Term.

Officers shall be elected to serve for one (1) year, or until their successors are elected.

ARTICLE IX - STANDING COMMITTEES

Section 9.1 - Designation.

The standing committees shall be established and their functions assigned by the elected officers. The elected officers shall also appoint the chairperson for each committee except Program, Membership and Communications. Each committee chairperson shall appoint committee members as necessary.

Section 9.2 - Review.

All committee actions will be subject to review by the Executive Board.

Section 9.3 - Standing Committees.

The standing committees of the Association shall include, but not be limited to, the following:

A. **Program Committee.** The Program Committee shall be responsible for planning the programs which further the goals of the Association;

B. **Membership Committee.** The Membership Committee shall be responsible for implementing a membership plan for the Association. This Committee shall also be responsible for maintaining a current membership roster.

C. **Education Committee.** The Education Committee shall provide a chain of communication and act as a liaison between school personnel, School Board, State Department of Education, and the community. The Education Committee shall support the efforts of the Prosper Independent School District to meet the special needs of its gifted and talented students and shall stimulate interest in the Prosper Independent School District's gifted and talented programs through involving and informing parents and teachers.

D. **Legislation Committee**. The Legislation Committee shall present reviews to the Executive Board and general membership of legislative action affecting gifted and talented students.

E. **Publications Committee.** The Publication Committee shall edit and publish the membership newsletter, fliers, and other publications as designated by the Executive Board.

F. **Communications Committee**. The Communications Committee shall be responsible for all publicity for the Association and shall provide a chain of telephone communication for membership notification purposes. One member of the

Communications Committee shall be the Telephone Coordinator, who shall be appointed by the President.

Section 9.4 – Qualifications.

A. No one may chair a committee, Standing or otherwise, unless they have at least one child who is currently admitted into the Prosper Independent School District's Gifted and Talented Program. There will be NO EXCEPTIONS to this requirement.

B. Any committee chairperson must always represent GMP in a positive light and with a positive attitude and may be removed from office for failing to do so.

Section 9.5 – Removal.

Any chairperson of a Standing Committee can be removed from being the chairperson if at least three-fifths (3/5) of the officers (not the Executive Board) vote in favor of the chairpersons removal. If; however, the committee is not a Standing Committee then only the officer who is responsible for that committee may remove the chairperson and the removal may be for any reason, without cause, and effective upon notification to such chairperson.

ARTICLE X - MEETINGS

Section 10.1 - General Meetings.

General membership meetings of the GMP shall be held at places and times designated by the Executive Board, with appropriate notice given to the members.

Section 10.2 - Special Meetings.

Special meetings may be called by the President, the Executive Board, or one-fourth (1/4) of the membership, providing five (5) days' notice has been given to the members.

Section 10.3 - Open Meetings.

All meetings and programs will be open to the public, unless otherwise specified by the Executive Board; however, voting is limited to the paid membership in good standing.

ARTICLE XI - AMENDMENTS

The Association's Charter and/or these Bylaws can be amended by a two-thirds (2/3) vote of the Executive Board for presentation in writing to the general membership prior to the vote, and then by a two-thirds (2/3) majority of the members voting, a quorum being present.

ARTICLE XII - INDEMNIFICATION

The Association shall indemnify officers, directors and other persons participating in the activities of the Association.

ARTICLE XIII - AFFILIATIONS

GMP may enter into affiliations with associations with common interests and purposes by recommendation of the Executive Board and by a Simple Majority of the general members voting.

ARTICLE XIV - DISSOLUTION

Upon dissolution of the Association for any reason, a majority of the Executive Board then in office shall, after providing for the payment of all liabilities of the Association, dispose of all of the assets of GMP by distribution to a tax exempt corporation that conforms with the stated purpose of GMP in accordance with Section 2.1 of these bylaws and under the laws of the State of Texas and qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.