

MIDWAY GIFTED COMMUNITY
BY-LAWS

Ratified: 05/23/2023

ARTICLE I Name

The name of this organization shall be the Midway Gifted Community. The Midway Gifted Community is a non-profit association located in McLennan County, Texas, and operating under the laws of the State of Texas and of the United States.

ARTICLE II Purpose

Section 1. Purposes. The purposes of Midway Gifted Community are:

- to build relationships among gifted families, and between gifted families and Midway educators, that empower both to meet the unique needs of GT students;
- to recognize and support gifted students as uniquely diverse, from a wide range of backgrounds and experiences, and to prioritize equal opportunity for students to grow and be challenged to their potential;
- to create opportunities for gifted families to learn from each other and build local support networks to help gifted students develop socially and academically;
- to create meaningful opportunities for gifted students to grow and learn outside of the normal school environment and calendar;
- to advocate for our GT program and students at all levels of government – Midway, regional, state, and federal; and
- to provide financial support to the Midway GT program and educators.

Section 2. Activities. The activities of the Midway Gifted Community will support the Purposes of the organization, and will be implemented through advocacy and programs in collaboration with parents, families, teachers, educators, students, and the public; developed through conferences, committees, projects, and programs; and governed and qualified by the Basic Principles and Policies set forth in these By-Laws.

Section 3. Non-Profit Status. The Midway Gifted Community is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

Basic Principles and Policies

The following are basic principles and policies of the Midway Gifted Community.

- The organization shall be noncommercial, nonsectarian, and nonpartisan.
- Each activity and element of the organization shall work to fulfill the Purposes stated in these By-Laws.
- No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; except that the organization shall be authorized and empowered to secure or arrange for necessary services that advance the Purpose of the organization, and to make payments and distributions in furtherance of those Purposes.
- Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.
- This organization or Directors in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office or bond or other election, except to the extent necessary to fulfill the Purposes stated in these By-Laws.

ARTICLE IV

Independent Status

Section 1. Independence. This organization is formed as an independent association, and is free from control or obligation to any other association or entity. Specifically, this organization is not controlled, obligated, chartered or otherwise legally connected to the Midway Independent School District.

Section 2. Association. This organization may participate in an affiliate relationship with organizations that share common or substantially similar purposes, but such affiliation shall not require the Midway Gifted Community to adopt specific policy positions or advocate for or against specific causes.

Section 3. Dissolution of Organization. Should the Board of Directors and Membership of the Midway Gifted Community decide to dissolve the organization under the terms of

these By-Laws, the organization shall complete the following tasks as part of the winding up of the legal entity:

- notify Midway ISD of the intent to dissolve the organization;
- notify the Midway Educational Foundation of the intent to dissolve the organization;
- make a good-faith attempt to notify the PTA organization connected with each Midway ISD campus of the intent to dissolve the organization; and
- transfer all assets and records of the organization to the Midway Educational Foundation.

ARTICLE V

Membership and Dues

Section 1. Members.

- Membership in the organization shall be open to anyone who is at least 18 years of age, who believes in and supports the mission and purposes of the organization.
- The Members of the organization shall be those who have paid dues for the current membership year, at the time of registration or when the organization requires payment of dues.
- The membership year shall be from June 1 to May 31, though Members may be added at any point throughout the membership year.
- Individual Membership shall be for one person.
- Household Membership shall include all people living at the same address who are eligible for membership under the terms of these By-Laws.

Section 2. Dues.

- The organization shall have the power to require dues be paid by Members, at such amounts as the organization shall determine.
- Annual dues for each Member shall be \$10 for Individual Memberships and \$15 for Household Memberships (adults living at the same address).
- The Board of Directors may declare pro-rated dues for those joining during the year, or other arrangements to support membership across economic statuses.

ARTICLE VI

Membership Meetings

Section 1. Regular Meetings. Regular membership meetings shall be held two times in each membership year: once within the first 45 days of the start of school, and again in the month of April. Time, date, and place shall be established by the Board of Directors at least 14 days before the date and time of the meeting. The Board of Directors shall notify the Members of the time, date, and place of all membership meetings through regular publicity channels.

Section 2. Special Meetings. A special membership meeting may be called by the Board of Directors with at least three days' notice giving the time, date, place, and purpose of the special meeting. No other business may be conducted.

Section 3. Virtual Meetings. Except for the April election meeting, any membership meeting may be held virtually, as follows:

- Virtual meetings require the same notice as the type of meeting being called, with the place of meeting to indicate the system and access method for Members to participate virtually.
- Virtual meeting technology must allow each Member in attendance to communicate with all other Members in attendance at the meeting.
- Virtual attendees may be added to an in-person meeting if these provisions are followed.

Section 4. Election and Annual Meeting. The membership meeting held in April shall be for the purpose of electing the Board of Directors, and such other business as the organization wishes to conduct. This meeting shall also serve as the Annual Meeting of the Members.

Section 5. Parliamentary Procedure. The Board Parliamentarian shall advise the President, Board of Directors, and Members on parliamentary procedure to ensure business is conducted properly. If the parliamentarian is not present, the chair shall appoint an acting parliamentarian.

Section 6. Quorum. To conduct any business at a membership meeting, a quorum shall constitute at least 10 Members present and voting.

Section 7. Motions and Voting. Membership meetings may be open to community members, but the right to introduce motions, debate and vote shall be limited to Members of this organization.

Section 8. Proxy Voting. There shall be no proxy voting.

Section 9. Recording. Upon authorization by the organization, meetings may be recorded by one Member, preferably the secretary, for the purpose of accurately documenting business.

- Members shall be notified the meeting is being recorded at the start.
- Recordings shall only be used for the purpose of accurately documenting business conducted at the meeting.
- If implemented, recordings shall be kept with other records and minutes from the meeting.
- Others are prohibited from recording the meeting, or using an official recording in any capacity outside the scope of this Article. The organization shall have the power to remove from the meeting those who violate this provision.

Section 10. Minutes. Minutes shall be made available to Members at the next Regular Meeting, or upon request.

ARTICLE VII Nominations and Elections

Section 1. Nominating Committee. A Nominating Committee consisting of 3 members and 1 or more alternates shall be elected by the Board of Directors at least 60 days before the April membership meeting.

Section 2. Composition of Committee. All members of the Nominating Committee shall be Members of the organization. At least 1 committee member shall not be a Director or have served as a Director at any time during the current membership year. The President of the organization shall not serve on the committee. A majority of voting committee members shall not be Midway ISD employees.

Section 3. Meeting. The Board Parliamentarian shall schedule the first Nominating Committee meeting and provide required information on the nomination and election process.

Section 4. Duties. The Nominating Committee shall:

- sign a confidentiality agreement before conducting any committee business;
- elect its own chair;
- consider only candidates who meet eligibility requirements set forth by these bylaws and who have signified their consent to serve if elected;
- consider all interested candidates and may seek additional candidates during its deliberations;
- by majority vote of committee members present and voting, submit only one name for each Director position to be filled; and
- no member of the committee may be elected to serve as President for the next membership year.

Section 5. Report of the Nominating Committee. The nominating committee report shall be published through regular publicity channels at least seven days before the election meeting. The report shall be read at the election meeting. Upon completion of the report, the nominating committee shall dissolve.

Section 6. Nominations from the Floor. Nominees from the floor shall be accepted at the election meeting.

Section 7. Elections. Elected Directors, as defined in these By-Laws, shall be elected by ballot at the April membership meeting. Though the Nominating Committee presents a group of nominees, each Director position is elected separately. If there is only one nominee for a director position, election for that position may be by acclamation.

ARTICLE VIII Board of Directors

Section 1. Composition. The Board of Directors of this organization shall include a minimum of three (3) Elected Directors and Appointed Directors as follows (and elected in this order):

- For each traditional Midway elementary campus, 1 Elected Director who is a parent, guardian, or grandparent to a GT-identified student at that campus;
- For each traditional Midway secondary campus, 1 Elected Director who is a parent, guardian, or grandparent to a GT-identified student at that campus;
- 3 Elected Directors who serve in At-Large capacity; and
- 2 Appointed Directors named at the direction of the Midway ISD Superintendent.

Section 2. Additional Elected Directors. A second director may be elected from parents, guardians or grandparents of a GT-identified student:

- For an elementary campus, if that campus has more than 90 GT-identified students enrolled;
- For a secondary campus, if that campus has more than 360 GT-identified students enrolled;

Section 3. Eligibility. In order to be eligible to the position of Elected Director, Directors shall:

- Be a Member during their term of service as an Elected Director;
- Be a resident of McLennan County, Texas;
- If elected to represent a campus, serve no more than two consecutive terms representing the same school;
- Receive no compensation from the organization except reimbursement for reasonable and approved expenses that support the Purpose and activities of the organization; and
- Not be employed by, or under contract to this organization.

Additionally, a majority of all Directors may not be employees of Midway ISD.

Section 4. Term of Office. Directors shall assume their official duties following the end of the membership year and shall serve a term of one year. An executive board member who has served more than one-half of a term shall be credited with having served that term.

- A Director whose children move to a new Midway campus during the year may continue to serve as a Director for the remainder of the term, as long as the Director meets the other qualifications for office.
- In the event of a national emergency or natural disaster, the Directors may temporarily serve in the same position until their successor group of Directors is elected.

Section 5. Vacancy in Director Position. Director positions become vacant if not filled by election, if a Director no longer meets the qualifications for office, or if a Director submits a written resignation to the Board of Directors.

- In the case of a vacancy of an Elected Director, the Board of Directors may elect a replacement from the Membership at large, with consideration given to campus representation.
- In the case of a vacancy of an Appointed Director, the Board of Directors shall notify the Midway ISD Superintendent, who may appoint a replacement.

Section 6. Removal and Resignation.

- Any Director may be removed from a position as Director or from an Officer position by a vote of two-thirds of all Directors present and voting at a Board of Directors Meeting. A Director must be provided an opportunity to address the Board prior to a vote for removal, and notice of the intent to remove the Director must be delivered to all Directors at least 72 hours before a vote for removal.
- Any Director may resign by delivering a written resignation to the Board President. Once the resignation is accepted by the Board of Directors, the secretary shall record it in the minutes, and the Director position shall become vacant.

Section 8. Board of Directors Duties. Each Director shall carry out the fiduciary responsibilities for this organization by exercising the following duties:

- Attend and fully participate in Board of Director meetings;
- Make every effort to attend and participate in Membership meetings and organization events;
- Serve as a resource for the organization, its members, and the community at large to help promote GT education and strengthen awareness of GT education;
- Seek opportunities to serve on committees and engage in other service to advance the Purposes of the organization;
- Transact necessary business of the organization;
- Provide reports on activities and programs engaged on behalf of the organization;
- Present publicly a united front on decisions made as Board of Directors;
- Maintain confidentiality of information when required;
- Not communicate publicly as a representative of the organization unless authorized to do so by the Board of Directors or the President;
- Comply with all legal filing requirements and other regulations of state and federal government agencies as related to the organization;
- Sign agreements outlining confidentiality, ethics and/or conflict of interest, if the Board of Directors adopts such agreements;

- Ensure an annual budget for the fiscal year is adopted by Membership; and
- Perform duties specific to any officer position or committee chair position to which the Director is elected or appointed.

Section 9. Election of Board Officers. Upon election as Directors, the Board Parliamentarian shall convene a meeting of the Directors-elect and Directors-appointed, for the purpose of electing Board Officers.

- The Board election meeting shall occur no more than 30 days following election of new Directors.
- All Directors-elect and Directors-appointed present shall be eligible to be nominated and to vote on all nominations.
- Nominations shall be taken from the floor, in the order officer positions are listed in these By-Laws below.
- Elections shall be by ballot. If only one candidate is nominated for an office, that candidate shall be declared elected by acclamation.
- Following election of all officer positions, the election meeting shall adjourn, and a new meeting of the Board-elect shall commence to conduct any necessary business.

ARTICLE IX BOARD OFFICERS

Section 1. The Officers elected by the Board of Directors shall be considered the Officers of the organization during their term of service. Each officer must be a Director.

Section 2. Vacancies in Office. Officer positions shall become vacant upon resignation of an Officer or removal from Officer position. Vacancies shall be filled by election from among the Board of Directors.

Section 3. President. The president shall:

- Coordinate and oversee the operation of the organization and of the Board of Directors in order to promote the Purposes of the organization;
- Preside at all Board of Director and Membership meetings;
- Confirm quorum is present at all Board of Director and Membership meetings before conducting business;
- Confirm secretary and parliamentarian are present at all meetings, and appoint temporary replacements when necessary, before conducting business;

- Be empowered to vote on all matters before the Board of Directors of Membership, but shall not be required to vote;
- Appoint the chair and membership of each Committee, with approval of the Board of Directors, unless otherwise provided in these bylaws;
- Serve as spokesperson for the Board of Directors and for the organization;;
- Be authorized to sign on bank accounts, and access accounts electronically unless prohibited by terms of employment or law;
- Be authorized to sign contracts on behalf of the organization when approved by the Board of Directors or the organization;
- Be listed as the principal officer and be authorized to sign tax documents, unless prohibited by terms of employment or law;
- Appoint a member or committee to conduct financial reconciliation activities;
- Serve as an ex-officio member on all committees except nominating and financial reconciliation committees; and
- Not be an employee of Midway ISD during their term of service as president.

Section 4. Vice President for Membership and Advocacy. The vice president for membership and advocacy shall:

- Ensure accurate membership rolls for the organization and report on membership as requested;
- Oversee recruitment of new Members;
- Coordinate record-keeping related to Member dues with the Treasurer;
- Coordinate and oversee efforts to advocate for the organization, its Members, and GT students/programs generally with local, state, and federal entities;
- Keep Directors and Members aware of legislation and local policy changes that may impact GT education or the operation of the organization, as appropriate;
- Be authorized to sign on bank accounts, and access accounts electronically unless prohibited by terms of employment or law;
- Preside over Board of Director and Membership meetings in the absence of or at the direction of the president; and
- If not a Midway ISD employee, act in the capacity of president when a vacancy occurs in the office of president until the Board shall elect a new president.

Section 5. Vice President for Programs. The vice president for programs shall:

- Coordinate and oversee the events and programs of the organization;
- Coordinate the activities of committees responsible for programs and events;

- Recommend a budget and budget amendments to support the programs and events of the organization;
- Preside over Board of Director and Membership meetings in the absence of the president and of the vice president for membership and advocacy; and
- If not a Midway ISD employee, act in the capacity of president when a vacancy occurs in the office of president until the Board shall elect a new president, if the vice president for membership and advocacy is unable to do so.

Section 6. Secretary. The secretary shall:

- Oversee and safeguard all records of the Board of Directors and the organization;
- Countersign any documents or other records requiring multiple signatures on behalf of the organization;
- Send, or cause to be sent, Board of Director and Membership meeting notices;
- Maintain all official correspondence on behalf of the organization;
- Record the minutes of all Board of Directors and Membership meetings;
- Confirm that all Directors have signed any agreements related to confidentiality, ethics, or conflict of interest, and maintain signed copies of those agreements;
- Collect and preserve documents relating to the organization's history; and
- Not serve in a financial reconciliation capacity.

Section 7. Treasurer. The treasurer shall:

- Maintain custody of all organization funds;
- Oversee and manage the budget of the organization, and report on budget and the accounts of the organization as requested;
- Present a written and verbal financial report at each Board of Directors and Membership meeting;
- Maintain books of account and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for all organization accounts;
- Make disbursements in accordance with the budget adopted by the membership;
- Ensure the organization does not spend funds or commit funds beyond the balance in organization accounts;
- Serve as chair of the Budget committee;
- File, or cause to be filed, and have accepted the appropriate Form 990 within 60 days of fiscal year end;
- File, or cause to be filed, all other tax-related forms on behalf of the organization, and report on the status of each;

- Not be a Midway employee;
- Be authorized to sign on bank accounts and access accounts electronically;
- Be authorized to sign tax documents on behalf of the organization;
- Present an annual budget report, showing budget to actual funds, at the Annual Membership Meeting;
- Present next fiscal year's proposed budget for adoption by Membership at the Annual Membership Meeting;
- Provide information related to membership dues payments and coordinate record-keeping with the vice president for membership and advocacy; and
- Present books of account and records to the financial reconciliation committee.

Section 8. Parliamentarian. The parliamentarian shall:

- Advise the president, Board of Directors and Members on questions of parliamentary procedure;
- Schedule the first nominating committee meeting and provide committee the required information on the nomination and election process;
- Schedule the first Director-elect and Director-appointed meeting and provide Directors the required information on Officer elections; and
- Call to order any meeting of the Board of Directors or Membership if the president and all vice presidents are not present or unable to preside, until the body can elect a temporary presiding officer.

ARTICLE X

Board of Director Meetings

Section 1. Regular Meetings. Regular Board of Director meetings shall be held at least 3 times each fall and spring semester, and 1 time in the summer between semesters. The Board of Directors may provide for more regular meetings to be held, but not fewer. An agenda shall be prepared by the President and distributed to all Directors at least 3 days before the meeting. Items shall be added to the agenda on request of 2 or more Directors.

Section 2. Special Meetings. A special membership meeting may be called by the president or by a majority of the Board of Directors with notice given in writing, including electronic mail, to each Director at least three days before the meeting. Notice shall include the time, date, place, and purpose of the special meeting. No other business may be conducted.

Section 3. Virtual Meetings. Executive board meetings may be held virtually, following these guidelines:

- Notice shall be the same as notice for regular or special meetings, as appropriate, and shall include the link to register, explanation of meeting technology, and meeting rules;
- All executive board members shall have access to the virtual meeting technology; and
- The meeting technology must allow each member in attendance to communicate with all others in attendance at the meeting.

Section 3. Parliamentary Procedure. The parliamentarian shall advise the president and Board of Directors on parliamentary procedure to ensure business is conducted properly. If the parliamentarian is not present, the president shall appoint an acting parliamentarian.

Section 4. Quorum. To conduct any business at an executive board meeting, a quorum shall be a majority of Directors, or 7 Directors, whichever is less.

Section 5. Proxy Voting. There shall be no proxy voting.

Section 6. Emergency Voting. In an emergency, the Board of Directors may vote by phone, email, or other electronic means if authorized by the president, or a majority of the Board of Directors.

- If voting by email or other electronic means, Directors shall have at least twenty-four hours to cast their votes.
- The president shall announce results by phone, email, or other means, as long as it is by the same means as the vote.
- The vote shall be recorded in the minutes of the next regular Board of Directors meeting.

Section 7. Recording. Meetings may be recorded by one Director, preferably the secretary, for the purpose of accurately documenting business.

- Directors shall be notified the meeting is being recorded at the start;
- Recordings shall only be used for the purpose of accurately documenting business conducted at the meeting;
- Recordings shall be permanently destroyed after minutes are documented; and
- All other attendees are prohibited from recording meetings.

Section 8. Minutes. Minutes shall be made available to Directors only.

ARTICLE XI Committees

Section 1. Committees. The Board of Directors may create special committees as it deems necessary to promote the Purposes of the organization. Standing committees shall be listed in this Article of the By-Laws by amendment.

- The president shall appoint the chair and membership of each committee, subject to the approval of the Board of Directors, unless otherwise provided in these bylaws;
- The president shall be an ex-officio member of all committees except the financial reconciliation and nominating committees; and
- The chair of each committee shall be an ex-officio member of all subcommittees within the respective committee.

Section 2. Standing Committees. The organization shall have the following standing committees:

- Budget Committee, chaired by the Treasurer, with at least one member who is not a Director; and
- Fundraising Committee.

Section 3. Eligibility to Serve. Committee members shall:

- Be a member of this organization;
- Attend meetings of the committee and events coordinated by the committee; and
- Receive no compensation except reimbursement for reasonable expenses as set forth by the organization.

Section 4. Co-Chairs Allowed. The president may appoint co-chairs for a committee (a maximum of 2 chairs).

Section 5. Term. The chair of each committee shall assume their official duties at the start of the membership year, or when appointed if after the start of the membership year, and shall serve until the end of the membership year or when the committee is disbanded, if before the end of the membership year.

Section 6. Committee Chair Duties. Each committee chair shall:

- Not serve in the same office for more than two consecutive terms (serving more than one-half of a term shall be considered having served that term).
- Hold meetings to conduct the business of the committee;
- Allow members to have equal say in committee decisions;
- Report to the Board of Directors on the activities of the committee;
- Deliver all official materials to successor or the president within 15 days of the end of term or completion of committee purpose, whichever comes first; and,
- Perform other duties as assigned by the president.

Section 7. Quorum. The quorum of any committee shall be a majority of its members.

Section 8. Proxy Voting. There shall be no proxy voting.

ARTICLE XII

Fiscal Accountability

Section 1. Fiscal Year. The fiscal year of this organization shall begin June 1 and end on the following May 31.

Section 2. Signers. Signers on the bank account shall not be related by blood or marriage and shall not reside in the same household.

Section 3. Debt. The organization may not enter into any debt obligation or otherwise expend funds beyond the balance of its accounts. An exception is that a credit card may be secured to facilitate purchase of items, but the card balance shall be paid in full each month and shall be included in Treasurer reports.

Section 4. Financial Reconciliation. A financial reconciliation shall be performed:

- at the end of the fiscal year;
- when any authorized check signer is added or deleted on any bank account; and
- at any time deemed necessary by the president or three or more Directors, as documented by written request or in meeting minutes.

For the required year-end financial reconciliation, the president shall appoint a financial reconciliation committee subject to the approval of the Board of Directors at least 30 days before the Annual Membership Meeting. For any other financial reconciliation, the president shall appoint, subject to the approval of the Board of Directors, a financial reconciliation committee within 10 days, and the reconciliation must occur within 20 days of formation.

Section 5. Financial Reconciliation Committee. The appointed financial reconciliation committee shall consist of no less than three members who shall not:

- be authorized signers;
- be the current secretary;
- be the incoming treasurer;
- be related by blood or marriage; or
- reside in the same household as the authorized signers or current secretary.

A member of the financial reconciliation committee shall present the committee's report for adoption by a majority vote of the Directors present and voting at the first Board of Directors meeting following the conclusion of the financial reconciliation. The secretary shall include the report as an attachment to the meeting minutes and provide the current treasurer with a copy.

ARTICLE XIII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV

Ratification and Amendment

Section 1. Ratification. These By-Laws shall be considered adopted as the governing document for the Midway Gifted Community upon approval of at least 10 Members present and voting at an organizing meeting, that is publicized to the Members. The date of ratification shall be noted on the title page of the By-Laws.

Section 2. Amendments. These By-Laws may be amended at any Membership meeting by a two-thirds vote of the Members present and voting, provided a quorum is present. Notice of each proposed amendment shall be provided to the Membership through regular publicity channels 7 days prior to the meeting at which the amendment is voted upon. The title page for the By-Laws shall be updated to reflect the date of any amendments.

Section 3. Board of Directors Policies Adoption and Amendment. Policies and standing rules that govern the operation of the Board of Directors may be adopted or amended at

any Board of Directors meeting by vote of two-thirds of Directors present and voting. Notice of a proposed change in Board policies or standing rules must be provided to Directors at least 7 days prior to the meeting. All policies and standing rules must be consistent with the provisions of the By-Laws.

Section 4. Correcting Errors. For a period of 6 months after ratification of the By-Laws, the Board of Directors may correct errors in grammar, spelling, punctuation, or other unintended conflicts in the By-Laws by majority vote of the Directors present and voting at any Board of Directors meeting.