

Bylaws of the Washington Coalition for Gifted Education

ARTICLE 1: NAME AND PLACE OF BUSINESS

The legal name of the corporation shall be the Washington Coalition for Gifted Education. Herein after the Washington Coalition for Gifted Education shall be referred to as the "Coalition". The principal office for the transaction of business of the Coalition shall be located In the State of Washington.

ARTICLE 2: SCOPE OF WORK

Section 2.1 Mission Statement. The mission of the Coalition is to advocate for the educational needs of highly capable/gifted students through communication with and education of policy makers and influencers in Washington state and nationally. The Coalition seeks to develop partnerships with organizations to advance and impact highly capable/gifted education.

Section 2.2 Purpose. The purpose of the Coalition is to:

- A. obtain, develop, and exchange information relating to public and private agencies, organizations and programs concerned with the education of highly capable and/or gifted students;
- B. disseminate such information to agencies of government concerned with policies affecting highly capable students (K-12);
- C. advocate for the importance of education for highly capable students to appropriate public and private sources of financial support;
- D. develop, promote, and stimulate issues relating to the education of highly capable students so as to encourage and assist in the establishment of state public policy on gifted education.





Section 2.3 Political Endorsements. The Coalition can support and endorse bills, initiatives, and political actions that are in alignment with our purpose. The Coalition cannot support or endorse any candidate running for election to any elected office. Individual members are free to make endorsements or to work for the election of their candidates but not in the name of the Coalition.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.1 Member Organizations. Member organizations are organizations that have missions and goals that align with the purpose of the Coalition. Member organizations can be added to or removed from the Coalition with a vote of the Board of Directors. If a member organization is being removed from the Coalition, that member organization's voting representative on the Board of Directors must abstain from the vote. A list of member organizations shall be kept and updated by the Secretary of the Coalition and be published for public viewing.

Section 3.2 At-Large Members. At-large members are community members that have beliefs and goals that align with the purpose of the Coalition. At-large members do not need to be associated with any member organization and can apply to be on the Coalitions Board of Directors through an application process. The Board of Directors will elect At-Large members based on the contents of their application.

Section 3.3 Powers and Qualifications. The Board of Directors shall be comprised of the Elected officers of the Coalition: president, vice president, secretary and treasurer. In addition to the elected officers, each of the member organizations shall appoint one representative to the Board of Directors of the Coalition. There will be up to five (5) At-Large

representatives on the Board of Directors. Elected officers and at-large members are not required to be part of a member organization.

Section 3.4 Number.

The Board of Directors shall consist of such number as fixed by the Board of Directors and shall not have less than two (2) directors from member organizations and not more than fifteen (15) directors from member organizations. The Board of Directors shall consist of no less than three (3) elected officers. The Board of Directors shall have the power to appoint from time to time advisory members to serve at the pleasure of the Board of Directors. Advisory members shall not have voting rights and shall be in addition to the maximum fifteen members from member organizations.

Section 3.5 Executive Board.

The Executive Board shall consist of the elected president, vice president, secretary, and treasurer.

The Executive Board is responsible for:

- A. the management of the Coalition;
- B. approving all expenditures;
- C. carrying out policies and directives established by the Board of Directors;
- D. reporting its transactions to the Board of Directors;
- E. suggesting policies and actions for consideration by the Board of Directors.

Without the approval of the Board of Directors, the Executive Board does not have the authority to:

- A. amend, alter, or repeal the Bylaws;
- B. elect, appoint, or remove any member of such committee or any trustee director or officer of the corporation Coalition;
- C. amend the Article of Incorporation;
- D. adopt a plan of merger or adopt a plan of consolidation with another corporation;
- E. authorize the voluntary dissolution of the corporation Coalition or revoking proceedings therefore;
- F. amend, alter, or replace a resolution of the Board of Directors



Section 3.6 Other Committees.

The President or the Board of Directors may appoint from time to time such other committees as may be deemed desirable in forwarding the progress of the Coalition, and each such committee shall exercise such powers and perform such duties as may be prescribed by the Board. Members of such other committees need not be members of the Board of Directors if the committee in question is not vested with the power of duty normally considered a primary duty of the Board of the Executive Board .

Section 3.7 Election and Term.

Before the annual meeting in the first quarter of the fiscal year, each member organization shall name its representative to the Coalition. This term shall extend for one (1) year.

Section 3.8 Vacancies.

Each member organization shall fill any vacancy with occurs through resignation of its representative director. The director appointed shall serve the unexpired term of his/her predecessor in the Coalition.

Section 3.9

Voting Rights. Each member of the Board of Directors is entitled to cast one vote with respect to the subject matter of an issue.

ARTICLE 4: MEETINGS

Officers and at-large members to serve.

Section 4.1 Annual Meeting.

The annual meeting of the Board of Trustees Directors shall be held during the first quarter of the fiscal year of the corporation Coalition.

Section 4.2 Special Meetings.

Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any two (2) Directors.

Section 4.3 Notice of Meetings.

Written or printed notices stating the place and hour of the meeting, and in case of a special meeting, the purpose of purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail or electronically, by or at the direction of the President, or members calling the meeting, to each member entitled to vote at such meetings.

Section 4.4 Quorum.

Fifty percent of the Board of Directors, or three Directors, whichever is the larger number, shall constitute a quorum for the transaction of business. When a quorum is present, any business may be transacted, and the Board may exercise all of its powers. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

ARTICLE 5: ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation of Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Directors of the Coalition, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE 6: INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each trustee or officer now or hereafter serving the Coalition and each person who at the request of or on behalf of the Coalition is now serving or hereafter serves as a director or officer of any other corporation, whether for profit, or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by the Coalition against expenses actually and necessarily incurred by him/her in which he/she is made a party by reason of being or having been such trustee or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board or Directors, or otherwise.

ARTICLE 7: OFFICERS

- Section 7.1 Officers Enumerated. The officers of the Coalition shall be the president, vice president, a secretary, a treasurer, and such other officers as may be deemed necessary by the Directors, each of whom shall be annually elected by the Board of Directors at the Annual Meeting, and shall hold a term of two (2) years. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.
- Section 7.2 Election of Officers. Officers shall be elected at the Annual Meeting. The election of Officers may be conducted by mail, electronic transmission, or voice vote in such manner as the Board of Directors shall determine.
- Section 7.3 Term of Office. Unless an Officer dies, resigns, or is removed, he/she or she shall hold office for a period of two (2) years. Officers may serve consecutive terms in the same position. At the discretion of the Board of Directors, an Officer may remain until a successor is elected or appointed. President and Secretary shall be elected on even numbered years. Vice President and Treasurer shall be elected on odd numbered years.
- Section 7.4 President. The President is the chief executive officer of the Coalition and is a member of the Board of Directors. He/she shall exercise the usual executive powers pertaining to the office of the President. He/she shall preside at meetings of the Board of Directors. The President shall be an ex-officio member of all committees of the Coalition with voting power. In general, the president shall perform all duties incident to the office of the president and such other duties as are assigned to him/her by the Board of Directors from time to time.



- Section 7.5 Vice President. The Vice President is a member of the Board of Directors. The Vice President shall have such powers and perform such duties As the Board of Directors may prescribe. In the absence or Inability of the President to act, the President or executive committee shall designate the vice president to perform the duties and exercise the powers of the President. The Vice President shall perform other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
- Section 7.6 Secretary. The Secretary is a member of the Board of Directors. The Secretary shall: Keep the minutes of the meetings of the Board of Directors, and minutes which may be maintained by committees of the Board;
- A. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - B. Be custodian of the records of the Coalition;
 - C. Perform ll duties incident to the offices of the Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
- Section 7.7 Treasurer. The treasurer shall be the chief finance officer of the Coalition and is a member of the Board of Directors. The Treasurer shall transmit to each member of the Board at least once annually a statement reflecting the financial condition of the Coalition and a summary of its operation for the preceding period. The treasurer will maintain and file all Washington State business filings and IRS tax returns. The treasurer shall perform, or cause to be performed, all other duties incident to the office of the treasurer and as may be assigned to him/her from time to time by the executive committee, President or Board.
- Section 7.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors in accordance with Article 5.
- Section 7.9 Salaries. No trustee shall receive a salary.



Section 7.10 Resignation. Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary, or the Board of Directors, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.11 Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interest of the coalition will be served thereby.

ARTICLE 8: ANNUAL REPORT

At each annual meeting of the Board of Directors, the President and the Treasurer shall present a report, verified by them, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board, showing in appropriate detail

A. any assets and liabilities, including trust funds, of the Coalition as of the end of the preceding fiscal year;

B. the principal charges in assets and liabilities, including trust funds, during said year;

C. revenues or receipts of the Coalition, both unrestricted and restricted to particular purposes, for said year;

D. number of members of the Board of Directors Coalition, including advisory members, as of the end of the preceding fiscal year.

The report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE 9: EXPENDITURES

Section 9.1 Special Expenditure. All unique, one time or special event expenditures of any amount requires specific approval of the Board of Directors.

A. Example - production and mailing of special event or special project materials.

B. Example - speaker fees

C. Example - expenses to sponsor a special event or program

Section 9.2 Ongoing Expenditures. All ongoing or regular operating expenditures require a general categorical approval of the operation and should appear on a budget approved by the Board of Directors.

A. Example - production and mailing of special event or special project materials.

B. Example - speaker fees

C. Example - expenses to sponsor a special event or program

D. Example - digital subscriptions such as, but not limited to, Google Suites, video conferencing, domain licensing, and website hosting.

Section 9.3 Small Expenditures. Small expenditures, moderate emergency expenditures and incidental reimbursements can be paid by the treasurer without specific approval of the Board of Directors, provided that the expenditure is part of an ongoing operation or approved special event.

A. Example - Long distant phone calls related to special events or operations.

Section 9.4 Receipts and Invoices. Receipts or invoices should be submitted to the treasurer, clearly indicating the person who needs to be reimbursed, the amount to be reimbursed and the type of expenditure. Previously approved reimbursements and payments will be made at monthly coalition meetings, or will be mailed following the monthly meetings.

Section 9.5 Approval of Expenditures. All payment of expenditures with check or debit card shall require two (2) signatures from the Board of Directors. Signature authorization may also be given through electronic consent or through the Board of Directors consent during an open meeting.

ARTICLE 10: ADMINISTRATIVE AND FINANCIAL PROVISION

Section 10.1 Fiscal Year. The fiscal year of the Coalition shall be September 1 to August 31.

Section 10.2 Loans Prohibited. No loan shall be made by the corporation Coalition to any trustee or officer.

Section 10.3 Books and Records. The Coalition shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

Section 10.4 Rules of Procedure. The rules of procedure at meetings of the Coalition shall be the rules contained in Roberts Rules of Order on Parliamentary Procedures, newly revised, so far as applicable when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

Section 10.5 Open Meetings. All meetings of the Board of Directors or other committees of the Coalition shall be open to the public, except those meetings or such portions thereof in which personal matters are under consideration and the Board or committee determines, by a majority vote of those Board or committee members present

or repealed by affirmative vote of the majority of the Board of Directors at any annual or special meeting of the Board.

Section 10.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by affirmative vote of the majority of the Board of Directors at any annual or special meeting of the Board.

ARTICLE 11: CONFLICT OF INTEREST

Section 11.1 Disclosure. Not all conflicts of interest are necessarily prohibited and harmful. In order to address any potential conflict of interest, each Board member is required to disclose to the President actual and potential conflicts of interest. The disclosure form will be submitted at the beginning of a term of office and annually thereafter. Further, whenever any potential conflict of interest arises, the affected Board member will submit a written explanation of the potential conflict.

Section 11.2 Conflicts Complaints. All complaints concerning a possible Conflict of Interest violation will be made in writing to the President, with a copy to the complainant. The President is responsible for interpretation, application and enforcement of the Conflict of Interest Bylaw Article and will ensure that the implementation of this Article is fair, just and equitable in all situations.

Section 11.3 Conflict Procedure. Upon notification of a possible conflict of interest, the President may elect to:

- A. Make an initial determination on the issue and attempt to resolve the problem; or
- B. Refer to the Executive Committee for action on the issue.

The President will render his/her written decision to the complainant, who will then have the right to appeal the decision to the full Board of Directors. Any appeal must be submitted in writing within 30 days of the date on which the affected Board member is notified of the President's decision.

Through this process, if the President or Board of Directors identifies an actual or potential conflict of interest, it may take one of the following three actions to resolve such conflict:

A. Waive: Waive the conflict of interest issue as unlikely to affect the Board member's ability to act in the best interests of the Coalition;

B. Recuse: Determine that the Board member should be recused from all deliberation and decision making related to the particular transaction or relationship that gives rise to the conflict of interest; or

C. Resign: Determine that the Board member must resign from his or her service to the Coalition. This course of action will only apply when the conflict of interest is so pervasive that the Board member would likely seldom, if ever, be able to act solely in the best interests of the Coalition.

Section 11.4 Conflict of Interest with President. If the President is the subject of the conflict of interest issue, he/she will recuse himself from further deliberation and action and the Board of Directors will make further determinations.

Section 11.5 Veto.

The Board of Directors will retain the right to modify or reverse such a decision and will retain authority for interpretation and application of this Article.

The foregoing Bylaws were adopted by the Board of Directors on June 12, 2022.