

BYLAWS
OF
THE COLORADO ACADEMY OF EDUCATORS FOR THE GIFTED, TALENTED,
AND CREATIVE

(A Colorado Nonprofit Corporation)

Effective as of January, 2008

Revised

Effective January 24, 2010

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Effective January 1, 2013

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Effective January 1, 2020

ARTICLE I
Name and Description

The name of the corporation shall be THE COLORADO ACADEMY OF EDUCATORS FOR THE GIFTED, TALENTED, AND CREATIVE (hereinafter referred to as the “Corporation”); and it may be also called CAEGTC as the occasion may dictate for brevity or simplicity. This organization is a Professional Association, the members of which are professional educators dedicated to the education of gifted, talented, and creative individuals.

ARTICLE II
Purpose

The purposes of the Corporation shall be:

1. To recognize professional educators who have demonstrated substantial training, experience, and contribution to gifted education, in Colorado.
2. To provide professional development opportunities for educators in all aspects of gifted education.
3. To provide scholarships for professional educators who are seeking graduate degrees and/or a Gifted Education Endorsement.
4. To advocate for policies and programs that support and extend the development of gifted, talented, and creative students in Colorado schools and districts.
5. To assist in the development of similar organizations (Sister Organizations) in other states and countries to recognize, stimulate, strengthen, and nurture professional excellence in the delivery of educational services to gifted, talented and creative children.

ARTICLE III
Offices

1. Business Offices. The principal office of the Corporation shall be located at the address of the current Presiding Governor (s). The Corporation may have such other offices within Colorado, as the Board of Governors may determine or as the affairs of the Corporation may require from time to time.

2. Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of State of Colorado.

ARTICLE IV Membership

1. Voting Rights. The Corporation shall have no voting members and all business affairs of the Corporation shall be conducted by its Board of Governors.

2. Classes of Members. The Corporation shall have 4 classes of members: (a) founding members, (b) members, (c) honorary members, and (d) inactive members. Except as otherwise noted herein, all members shall have the same rights and obligations. The designations of such classes and the qualifications and rights of the members of such class shall be as follows:

Founding Members. The Corporation began with ten founding members. All founding members met the membership criteria of the Corporation and have filed portfolios of documentary supporting evidence with the Membership Governor.

Members. Any qualified professional educator [e.g., counselor, social worker, school psychologist (see 2, 3, & 4 below)], of the gifted, talented, and creative in Colorado may be eligible to apply for membership (a “Candidate”) provided the Candidate can, through submission of a professional portfolio, document:

1. Status as a current or former professional educator (as described above), as evidenced by current calendar year letter of recommendation from a present or past employer or administrative leader;
2. A minimum of 9 semester hours (12 quarter hours) of graduate course work **specifically** addressing the education of gifted, talented, and creative students, with no more than 3 credit hours from conference course work;
3. A minimum of 3 years of substantial practical experience with gifted, talented, and creative youth; and
4. Evidence of substantial service or contribution to gifted, talented, and creative education.

A Candidate shall be admitted as a member if the Candidate meets the requirements above as determined by a majority of the Board of Governors.

Honorary Members. Honorary membership may be extended to very special and significant individuals who have made outstanding contributions to gifted education. These people receive special numbered certificates of membership. Any active member may submit to the Presiding Governor a formal letter of nomination that states how the proposed honorary member meets or has met the required criteria, as set forth below. The Presiding Governor will present the nominating letter to the Board of Governors. A majority vote of the Board of Governors is required for honorary membership to be approved and bestowed. The criteria for honorary membership is as follows:

1. Nominee has made an enduring commitment to the education of gifted, talented, and creative youths; and
2. The nominee has made a substantial contribution to Colorado gifted, talented, and creative youths.
3. Honorary membership may be extended to out-of-state GT professionals who have made significant contributions to gifted education.

Inactive Members. Inactive members are those who have not paid dues but, as recognized leaders in gifted education, should maintain their relationship with the Corporation.

3. Membership Application Timelines

A. Applications for new membership shall be solicited between January 1 and May 31. Signed application for membership and documentary portfolios must be returned to the Membership Governor between June 1 and September 10. The Board of Governors will review portfolios of all Candidates and invitations for membership will be mailed to the new members by December 1. New members will be inducted in January of the following year. (Note: Extensions possible by board approval.)

B. Once a person has applied for membership, the application remains active for one year. That is, a person who applies but fails to complete the required portfolio within the year in which such person filed such application, may submit a portfolio by the portfolio due date for the following year's class. When such portfolios are submitted they will be reviewed by the Board of Governors at the next scheduled meeting and inducted into membership, if they qualify, at the next

scheduled induction ceremony. The Membership Governor will send a letter to nominees who fail to complete the required portfolio within the year in which such person filed such application informing them of this process.

4. Member Responsibilities.

A. Dues. A one-time new member fee is charged to new members at the time of their application. Annual membership dues are charged to members for the purpose of defraying operating costs. Dues are to be submitted in January of each year. A reminder concerning the annual dues is sent in the letter to members asking for referrals for new member candidates. Payments of annual dues are to be sent to the Fiscal Governor. Additional assessment opportunities may occur (e.g., funding requests for scholarships for gifted students). The initial membership fee and the annual membership dues amounts will be set by the Board of Governors annually. Individual members may choose to submit a one-time, life-time membership dues in the amount set by the Board of Governors.

B. Active Role in Gifted Education. Members of the Corporation are urged to maintain an active role in the education of gifted students in Colorado through service, teaching experience, advocacy, and participation in professional development.

5. Termination of Membership.

The Board of Governors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. The member shall receive not less than fifteen days prior written notice of the expulsion, suspension, or termination which states the reasons therefor; and shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination, by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place.

6. Resignation.

Any member may resign by filing a written resignation with the Membership Governor.

7. Reinstatement.

Upon written request signed by a former member and filed with the Membership Governor, the Board of Governors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Governors may deem appropriate.

8. Transfer of Membership.

Membership in this Corporation is not transferable or assignable.

**ARTICLE V
Annual Meetings**

1. Annual Business Meeting. An annual business meeting of the Corporation will be held in November at the meeting of the Board of Governors for the conducting of business of the Corporation required on an annual basis, as well as other business as may arise. All conducted business at this meeting will be reported to the membership at the annual induction ceremony and will be posted in Members section of website. Electronic presence during meetings will be indicated on the board member roster. Electronic presence and vote will be accepted.

2. Induction Ceremony. An annual induction ceremony and gathering of members will be held in January for the purpose of inducting new members. This meeting will be a luncheon or dinner meeting with the focus on celebrating new members and reaffirming the purposes of the Corporation.

**ARTICLE VI
Board of Governors**

1. General Powers. The affairs of the Corporation shall be managed by its Board of Governors except as may be otherwise provided in the Colorado Revised Nonprofit Corporation Act or the Corporation's Articles of Incorporation. Governors need not be residents of the State of Colorado, but they shall be persons who are at least 18 years of age and shall be active members of the Corporation.

2. Number, Tenure and Qualifications. The number of positions on the Corporation's Board of Governors shall be no more than 16. The Corporation may have up to 13 named governor roles and up to 3 at-large governors. One or more governor roles may be shared by more than one governor, as determined by the Board of Governors by a majority vote. The allowable number and range of Governors may be changed by an amendment to these bylaws, but no amendment to these bylaws shall have the effect of shortening the term of any incumbent Governor. Each named position and each at-large position shall have a single vote. The total votes cast by the Board for any action shall not

exceed the number of named positions plus the number of governor-at-large, as specified in this section.

3. Governors' Roles and Responsibilities. The Board of Governors shall consist of The following roles and responsibilities:

A. Presiding Governor. Leads the business of the Corporation, convene meetings of the Corporation, and delegates additional roles and duties to Governors, as necessary. Becomes Past Presiding Governor, without election, at the end of his/her eligible term(s) as Presiding Governor.

B. Presiding Governor-Elect. Serves in an apprentice role under the Presiding Governor and becomes Presiding Governor at the end of the term of the then Presiding Governor.

C. Past Presiding Governor

- i. Provides advice and counsel to the then current Presiding Governor for at least one year, but no more than two years, after leaving the office of Presiding Governor.
- ii. Provides advice and counsel to Sister Organizations' requests and development.
- iii. Creates and maintains Guidelines for assisting in the development of Sister Organizations.

D. Membership Governor. Responsible for the oversight of the selection of new members (in concert with the entire Board of Governors) and maintenance of membership records. Acts for the Presiding Governor, if necessary.

E. Fiscal Governor. Responsible for the treasury of the Corporation (that is, specifically, paying of bills and handling the collection of all monies, preparing and filing all tax and other fiscal documents, as required by law and by the Board); and for preparing and submitting an annual budget for the Corporation at the annual business meeting.

F. Professional Development Governor. Responsible for overseeing implementation of professional development opportunities provided by the Corporation for its membership and/or for non-members. Unless otherwise specified by the Board, the Professional Development Governor or another Board member, will serve as chairman of any committee established by the Board, the purpose of which committee centrally involves professional development.

G. Mentorship Governor. Responsible for overseeing the implementation of mentorships provided by the Corporation.

H. Correspondence Governor. Serves as secretary for the Corporation. The Correspondence Governor is also responsible for keeping the records of the Corporation's meetings up to date.

I. Events Governor. Responsible for coordinating the annual induction ceremony and other events of the Corporation. The Events Governor may assign specific tasks for the induction ceremony to other Board members or others not serving on the Board.

J. Communication Governor. Responsible for overseeing and implementing publications of the Corporation, including, but not limited to, the Corporation newsletter and articles and/or notices placed in publications of other organizations.

K. Directory/Archivist Governor. Oversees, maintains, and appropriately disseminates the Corporation Directory and acts as archivist to oversee and maintain a historical record of membership, board members, scholarship recipients, and other actions and activities of the Corporation of historical significance.

L. Scholarship Governor. Chairs and oversees the processes and procedures of the Scholarship Committee and reports to the Board.

M. Technology Governor. Oversees the development, maintenance, and publishing of the Corporation website and other electronic media.

N. Governors At-Large. Responsible for assisting, as necessary, with the roles and responsibilities of the above named governors, as well as for other duties that may, from time to time, be assigned by the Presiding Governor or by the Board.

4. Election of Governors and Terms:

A. Nomination and Election of Governors. Nominations to replace Governors due to retirement, resignation, removal, term limits, or death shall be submitted to the Board of Governors in the fall prior to the Annual Business Meeting by a Nominating Committee comprised of at least three members of the then current Board appointed by the Presiding Governor and approved by the then current Board. New Board members shall be elected by the then-current Board at the Annual Business Meeting. In electing new Board members, the then current Board shall take into consideration the nominations, comments and opinions of the members, but the Board shall be solely responsible for and have sole authority to elect new Board members. The affirmative vote of a majority of the then current Board shall be required to elect a Board member. New Board members will begin their term of office

for the new year at the Corporation's first CAEGTC Board meeting of the calendar year.

- B. **Terms.** By design, each Governor will serve up to two two-year terms in office. Preferably, no Governor, except the Past Presiding Governor, will serve more than four consecutive years, in order to include a broad segment of our membership on the Board. Additionally, it is preferable that a Board member leave the Board for one calendar year interval following his/her two successive terms before being elected to a new Board position. In instances when a qualified, willing candidate is not available, the Board may vote to approve an exception to this overall design.
- C. **Resignation and Removal.** A Governor may resign at any time by giving written notice of resignation to the Corporation. A resignation is effective when the Corporation receives such notice, unless the notice specifies a later effective date. The members of the Corporation's Board of Governors may be removed, with or without cause, by the vote of a majority of the Governors then in office, excluding the Governor to be removed.
- D. **Vacancies.** In the event of resignation, the Board of Governors may create a committee to elect a Pro-Temp officer to fulfill that term. This appointment will need to be confirmed by the Board at its following meeting. A Governor elected or appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.
- E. **Regular Meetings.** Subject to Article V herein, the Board of Governors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of the annual business meeting and other regular meetings of the Board without other notice than such resolution.
- F. **Special Meetings.** Special meetings of the Board of Governors may be called by or at the request of any three Governors. The persons so authorized to call such special meetings of the Board may determine any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.
- G. **Place of Meeting.** The Board of Governors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual business meeting or for any special meeting called by the Board of Governors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Colorado; but if all of the Board of Governors shall meet at any time and place, either within or without the State of Colorado, and consent to the

holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

- H. **Notice of Meetings.** Notice of each meeting of Governors, whether annual, regular or special, shall be given to each Governor. If such notice is given either (a) by personally delivering written notice to a Governor or (b) by personally telephoning such Governor, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by electronic transmission, in all cases directed to such Governor at his residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.
- I. **Quorum.** A majority of the Governors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Governors are present at said meeting, a majority of the Governors present may adjourn the meeting from time to time without further notice. **(Shared Governor roles equate one vote.)**
- J. **Manner of Acting.** The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by law or by these bylaws.
- K. **Compensation.** Governors as such shall not receive any stated salaries for their services, but by resolution of the Board of Governors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Governor from serving the Corporation in some other capacity and receiving compensation therefor.
- L. **Action by Governors Without a Meeting.** Any action required by law to be taken at a meeting of Governors, or any action which may be taken at a meeting of Governors, may be taken without a meeting if: each and every Governor in writing either (a) votes for such action; or (b) (I) votes against such action or abstains from voting; and (II) waives the right to demand that action not be taken without a meeting. Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Governors then in office were present and voted. Any action taken pursuant to this section must be placed in writing and signed by all Governors, and not otherwise revoked by a Governor, and must be received by the

Corporation in order to be effective, and filed with the minutes of the meetings of the Governors.

- M. **Electronic Meetings.** Members of the Board of Governors or any committee designated thereby may hold or participate in a meeting of the Board of Governors or such committee by **electronic** means. On rare occasions, an important vote to meet a deadline may be conducted by appropriate electronic means. Such vote shall be reported at the next regular Board meeting.

ARTICLE VII Officers

The Corporation shall have no officers. Agency authority shall be vested in each Governor in their capacities as set forth in Section 3 of Article IV, and in committees as set forth in Article VI.

ARTICLE VIII Committees

- 1. Committees of the Board of Governors.** In addition to a Nominating Committee specified in Section 4(A) of Article IV of these Bylaws, the Board of Governors may create one or more committees of the Board and appoint one or more Governors to serve on them, by vote of a majority of all Governors in office, to address ongoing efforts of the Corporation. Such committees will meet independently and have discretion to perform duties that align with the charge given to them by the Board. Membership of the committee should include one member of the Board of Governors who will ensure that periodic reports are made to the Board. Other committee membership is voluntary and should be filled by members unless the Board of Governors determines that a non-member is appropriate for the committee. The Board of Governors shall make final decisions regarding financial expenditures or action as a result of the work of the committee. No such committee shall have the authority of the Board of Governors in reference to authorizing distributions, electing, appointing or removing any Governor, amending the Corporation's Articles of Incorporation, amending, altering or repealing the bylaws; approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.
- 2. Term of Office.** Each member of a committee shall continue as such until the next annual business meeting of the Board of Governors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Governors, or unless

such member shall cease to qualify as a member thereof. However, a member of a committee may continue to serve successive terms on the committee at the pleasure of the Board.

- 3. Resignation.** Any committee member may resign at any time by giving written notification to the chairman of the committee. A resignation is effective when the chairman of the committee receives such notice, unless the notice specifies a later effective date. The chairman of the committee may temporarily appoint a temporary committee member if necessary or leave the committee position vacant until a replacement committee member is appointed by the Board of Governors at their next meeting.
- 4. Chairman.** One member of each committee shall be appointed chairman by the Board of Governors.
- 5. Vacancies** in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6. Quorum; Manner of Acting.** Unless otherwise provided in the resolution of the Board of Governors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 7. Rules.** The same rules described herein regarding meetings, action without meeting, notice waiver of notice and quorum and voting requirements of the Board of Governors similarly apply to the committees and their members.

ARTICLE IX

Standards of Conduct for Governors

- 1.** Each Governor shall discharge the Governor's duties as a Governor, including the Governor's duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Governor reasonably believes to be in the best interests of the Corporation.
- 2.** Governors are expected to attend Board meetings. Consistent unexcused absences at scheduled meetings will be addressed by the Board and may result in removal of that individual.
- 3.** A Governor may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more agents or employees of the Corporation whom the Governor reasonably believes

to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters the Governor reasonably believes are within such person's professional or expert competence; or (iii) a committee of which the Governor is not a member, if the Governor reasonably believes the committee merits confidence.

4. A Governor is not acting in good faith if the Governor has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted.
5. A Governor is not liable as such to the Corporation for any action taken or omitted as a Governor or member of a committee, if, in connection with such action or omission, the Governor performed the duties of the position in compliance with this Article.
6. A Governor, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE X

Conflicting Interest Transactions

- 1. Interest Transactions.** As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Corporation and a Governor of the Corporation, or between the Corporation and a party related to a Governor, or between the Corporation and an entity in which a Governor of the Corporation is a governor, director or officer or has a financial interest.
- 2. Prohibition Against Loans to Governors or Officers.** No loans shall be made by the Corporation to its Governors. Any Governor who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.
- 3. Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a Governor of the Corporation or a party related to a Governor or an entity in which a Governor of the Corporation is a governor, director or officer or has a financial interest or solely because the Governor is present at or participates in the meeting of the Corporation's Board of Governors or of the committee that authorizes, approves, or resolves the conflicting interest transaction or solely because the Governor's vote is counted for such purpose if:

- A. The material facts as to the Governor’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Governors or the committee, and the Board of Governors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Governors, even though the disinterested Governors are less than a quorum; or
 - B. The conflicting interest transaction is fair as to the Corporation.
- 4. Approval of Conflicting Interest Transactions.** Common or interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors or of a committee which authorizes, approves, or resolves the conflicting interest transaction.
- 5. Party Related to Governor.** For purposes of this Article, a “party related to a Governor” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Governor or a party related to a Governor has a beneficial interest, or an entity in which a party related to a Governor is a governor, director or officer, or has a financial interest.

ARTICLE XI

Dissolution

Should the Corporation be dissolved, any remaining funds in the treasury shall be distributed in accordance with the Articles of Incorporation of the Corporation, as amended and restated from time to time.

ARTICLE XII

Indemnification

1. To the extent permitted or required by the act (as defined below) and any other applicable law, if any Governor (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Governor of the Corporation, the Corporation (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.
2. The Corporation may in its discretion (but is not obligated in any way) to indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Governor.

3. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of in a resolution of its Governors, in a contract or in its Articles of Incorporation.
4. Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.
5. As used in this Article, the following terms have the following meanings:
 - A. **Act.** The term “act” means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this Article, when used with reference to an act or omission occurring prior to the effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.
 - B. **Governor.** The term “Governor” means (I) a Governor of the Corporation as such and (II) while an individual is a Governor of the Corporation, the individual’s serving at the Corporation’s request as a governor, director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (III) such an individual while serving in any other position (not with the Corporation itself) in which a Governor of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.
 - C. **Proceeding.** The term “proceeding” means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.
 - D. **Code.** The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

Limitation. Notwithstanding any other provision of this Article XII, during any period that the Corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE XIII

Contracts, Checks, Deposits, Gifts, and Proxies

- 1. Contracts.** The Board of Governors may authorize any Governor, agent or agents of the Corporation, in addition to the Governors so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to actions approved by the Board.
- 2. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Governors or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors, such instruments shall be signed by the Fiscal Governor and countersigned by the Presiding Governor of the Corporation.
- 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Governors may select.
- 4. Gifts.** The Board of Governors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. (This does not include a gift recognizing those going off the board, bereavement gifts to members, and other such Standard Operating Procedures.)
- 5. Proxies.** Unless otherwise provided by resolution adopted by the Board of Governors, the Presiding Governor or the Membership Governor may from time

to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE XIV Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Governors and committees having any of the authority of the Board of Governors, and shall keep at its registered or principal office a record giving the names and addresses of the Governors. All books and records of the Corporation may be inspected by any Governor or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV Corporate Seal

The Corporation shall not have a corporate seal.

ARTICLE XVI Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a Governor may waive any notice required to be given to such Governor by the Act or these bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Corporation which is signed by the Governor entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (ii) by a Governor's attendance at the meeting whereby such Governor waives objection to lack of notice or defective notice,

unless the Governor at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice and the Governor also does not vote for or assent to action taken at the meeting. Further, even if a Governor attends or participates in a meeting, the Governor does not waive any required notice if special notice was required of a particular purpose and the Governor objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE XVII **Fiscal Year**

The fiscal year of the Corporation shall be set by the Corporation's Board of Governors.

ARTICLE XVIII **Amendments to ByLaws**

Any member or a Governor may recommend changes in the bylaws. Such changes shall be submitted to the Presiding Governor or any member of the Board of Governors. It is the obligation of the receiving Governor to bring to the Board of Governors any recommended changes in the by-laws. Changes in these by-laws shall be submitted to the Board of Governors at its annual business meeting. A majority favorable (yes) vote by the Board of Governors is needed for the proposed changes to become new by-laws or supplant, amend, or replace, existing by-laws.

Addendum

1. For Your Information: The Purpose of the Academy as listed on **Form 1023, Part I, Line 7**: The Colorado Academy of Educators for the Gifted, Talented, and Creative (the "Academy") exists for the purpose of recognizing, stimulating, nurturing, and strengthening professional excellence in the delivery of educational services to the vast population of talented, gifted, and creative children and youth in Colorado.

We believe that the wording of Article II appropriately and correctly reflects this narrative form and does not need to be changed.

2. Per Article II:5 and Article II:C -iii in reference to Sister Organizations
[iii. Creates and maintains Guidelines for assisting in the development of Sister Organizations.]

3. The *Guidelines* should not be part of the *By-Laws*. They are organizational and need the flexibility of being changed, edited and adapted quickly as needed according to changing situations.
4. Suggested First Draft for Guidelines for Sister Organizations
5. Standard Operating Procedures

Guidelines

According to Article II, Section 5 of the Academy Bylaws, the responsibility of coordinating efforts for assisting in developing Sister Organizations is the responsibility of the Immediate Past Governor (IPG). Duties include but are not limited to:

1. The IPG responds to initial requests from interested persons on creating a Sister Organization.
2. The IPG provides an Organizational Packet to include:
 - a. A statement of rationale of the purpose of the Academy;
 - b. A copy of our Bylaws;
 - c. A statement of the importance of Community Service and other notes on who is selected for membership;

- d. A description of our activities: professional development, etc.
 - e. Copies of newsletters, publications, etc.
3. The IPG continues to correspond with requesting group:
 - a. Provides answers and clarifications in response to questions.
 - b. Provides information and the importance of acquiring non-profit status with their government, recognizing this is not legal advice.
 - c. Responding to special requests as needed.
 4. Upon the establishment of the Sister Organization, the IPG presents to the Board of Governors the request for formal acceptance and recognition as a Sister Organization to the Colorado Academy
 5. The Past Presiding Governor will amend, edit, and extend these Guidelines as needed and will present edits/changes to the Board of Governors.