

2010 RESTATED BYLAWS of the OREGON ASSOCIATION for TALENTED AND GIFTED

Pursuant to the provisions of the Oregon Nonprofit Corporation Act (the "Act"), the Members adopt the following 2010 Restated Bylaws, which shall supersede the heretofore existing Bylaws and all amendments thereto:

ARTICLE 1 Purpose

1. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Tax Code").
2. The purposes of the Corporation include, but are not limited to:
 - 2.1. Support programs that increase the quality of education for all students.
 - 2.2. Increase public awareness of the need for educational opportunities for talented and gifted children.
 - 2.3. Open and encourage communication among all who are interested in the needs of talented and gifted children.
 - 2.4. Encourage special university, state and local programs for all interested in the education of talented and gifted children.
 - 2.5. Coordinate with local groups organized to enhance educational opportunities for talented and gifted children.
 - 2.6. Support and assist the enactment and implementation of national, state and local legislative programs which benefit educational opportunities for talented and gifted children, so long as such activities do not exceed those permitted under 501 (h) of the Tax Code.
 - 2.7. Plan for and develop support services necessary for the administration and operation of the Oregon Association for Talented and Gifted.
3. Subject to the express limitations and restrictions contained in this Article 1 and in Article 2 below, the Corporation may engage in any lawful activity for which corporations may be organized under the Act.

ARTICLE 2 Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permissible under Section 501 (h) of the Tax Code. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaigning on behalf of (or in opposition to) any candidate for public office.

The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Tax Code, or (b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Tax Code.

ARTICLE 3 Corporate Offices

The Corporation shall have such offices as the Board of Directors may designate.

ARTICLE 4 Membership

4.1 The Corporation shall have members as that term is defined in the Act. Individual membership in the Corporation shall be open to all who have paid the current year's dues. The Board of Directors may grant honorary membership to any person under such conditions and for such duration as the Board sees fit. Groups organized to enhance educational opportunities for talented and gifted may obtain group membership.

4.2 Except by reason of nonpayment of dues, no Member may be expelled or suspended and no membership may be terminated or suspended by the Board of Directors, except pursuant to a procedure which is fair and reasonable, taking into consideration all of the relevant facts and circumstances.

Membership of a Member shall be terminated upon determination of the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. An opportunity for the Member to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination.

Any written notice given by mail must be given first class or certified mail sent to the last address of the Member shown on the Corporation's records. Members may only be expelled, suspended or terminated upon a majority vote of the Board of Directors.

4.3 No person shall exercise any rights of membership if that person's membership dues are not paid in full.

ARTICLE 5 Membership Meetings

5.1 Annual Meeting. The annual meeting of the membership shall be held on the second Friday in October, or such other reasonable date as may be determined by the Board, for the transaction of business.

5.2 Special Meetings. Special meetings of the Members for any purpose may be called by the President or by the Board of Directors. Notice of special meetings shall be delivered by first class mail not less than seven (7) days, or if notice is mailed by other

than first class or registered mail, no fewer than thirty (30) nor more than sixty (60) days, before meeting.

5.3 Place of Meetings. The Board of Directors may designate any time or place as the place of meeting for any meeting.

5.4 Membership Lists. The Secretary shall maintain a membership list that includes every member's contact information. This list shall be subject to inspection by the Board of Directors at any Board meeting or any other convenient time.

5.5 Inspection of the Membership. List by Members. Pursuant to the Act, Members shall not have access to the membership list except on the express authorization and at the sole discretion of the Board of Directors. The Corporation shall provide a reasonable means for a Member to mail communications regarding voting at membership meetings to the other members through the Corporation at the expense of the member making the request.

5.6 Quorum. Members present at any Membership meeting shall constitute a quorum for the transaction of business.

ARTICLE 6 Board of Directors

6.1 Size. There shall be not fewer than four or more than twenty-five Directors, including officers. The Board shall determine the exact number from time to time. No reduction in the size of the Board shall serve to cut short the term of any Director.

6.2 Composition. The Board shall consist of an Executive Committee to include elected officers, and additional non-officer Directors as are determined by the needs of the Board.

6.2.1 A member of the Board of Directors with a vote will chair every standing committee (defined by 8.2 below).

6.2.2 The immediate Past-President may choose to be a Director with authority to vote and may serve on the Executive Committee.

6.3 Authority. The Board of Directors shall manage the business and affairs of the Corporation exclusively and entirely. No member of the Corporation is authorized to act on behalf of the Corporation without the documented approval of the Board of Directors.

6.4 Meetings. The Board of Directors shall meet at least quarterly to discuss Corporation business and changes to the Bylaws. Regular meetings shall be arranged, both as to time and location, and noted in the minutes. Any Member of the Corporation may attend Board meetings and address the Board. Special meetings may be held upon call and notice by the President, or upon resolution of the Board of Directors. Directors shall be notified of such special meetings.

6.5 Annual Meeting. The Board of Directors shall meet immediately following the election of new officers.

6.6 Quorum. A quorum of the Board of Directors shall be necessary to conduct business; a quorum shall consist of at least one-half of the current number of Directors.

6.7 Voting. A resolution of the Board of Directors shall be determined by a majority vote of Directors in attendance at the meeting. Any Director may request written ballots. Pursuant to the Act, proxy voting is not permitted.

6.8 Director Conflict of Interest. The remaining Directors can disqualify any Director from voting when a case of potential conflict of interest is determined by a majority of votes cast. A potential conflict of interest exists if one or more Directors could experience direct or indirect personal gain or loss, due to the outcome of a Board resolution. Directors have an affirmative duty to disclose to the Board of Directors all material facts of any potential conflict of interest. The preceding language regarding Director conflict of interest is to be interpreted as being more restrictive than the Act. Actions of the Board are not viable on the grounds of conflict of interest except as provided in the Act.

6.9 Term, Commencement of Term. Directors shall serve for a two-year term. Directors will begin serving immediately after their election or appointment.

6.10 Removal of Directors. At any Board of Directors meeting, one or more of the directors may be removed by a majority vote of the Directors. A Director whose removal is proposed shall be given the opportunity to speak to the Board prior to the vote for his or her removal.

6.11 Resignation of Directors. Any Director may resign at any time by giving written notice to the Board or the President of the Corporation. The effectiveness of such resignation shall not prejudice the rights, if any, of the Corporation against the Director so resigning.

6.12 Vacancies. A vacancy that occurs among the Board of Directors shall be filled within the next quarter by appointment from a list provided by the Membership Committee. A Director appointed shall serve the unexpired term of his or her predecessor in office.

ARTICLE 7 Executive Committee

7. Enumeration. There shall be a President, a Vice-President, a Secretary, and a Treasurer. Past President may also serve on the Executive Committee.

7.2 Eligibility/ Term of Office. Any member in good standing is eligible to be an officer. The term of office for an officer shall be two (2) years beginning with the annual Board meeting of each year.

7.3 Election of Officers.

7.3.1 Nominations. The Membership Committee shall solicit nominations from the general membership. Any member may nominate candidates for any office provided the nominee has expressed a willingness to serve and there is a second to the nominations. The Membership Committee shall prepare a slate of proposed officers for publication not less than one month prior to the annual meeting.

7.3.2 Voting. Election of officers shall be held by ballot at the annual meeting. If the election of officers cannot be or is not held at the annual meeting, the Board of Directors shall cause the elections to be held by mail ballot as soon thereafter as convenient.

7.4 Duties of the Executive Committee.

7.4.1 Act in an advisory capacity to the Board of Directors.

7.4.2 Be responsible for the development of a budget.

7.4.3 The Executive Committee shall receive no compensation.

7.5 Duties of Officers.

7.5.1 The President shall

- a.) Function as Chief Executive Officer of the Corporation and the Executive Committee,
- b.) Chair all meetings of the general membership, the Board of Directors and the Executive Committee
- c.) Represent the Corporation in any activities related to the education or interests of talented and gifted children, or designate any other member to so represent the Corporation.
- d.) Be responsible for causing the preparation of the annual budget,
- e.) Assure that proper membership, dues and renewal records are maintained.

7.5.2 The Vice-President shall:

- a.) Assume the duties of the President in the event that the President is unable to perform the duties of the office,
- b.) Serve as a member of the Executive Committee and Board of Directors,
- c.) Perform such other duties as the President may from time to time assign,
- d.) Serve as an ex-officio Member of all standing committees.

7.5.3 The Treasurer shall:

- a.) Pay all bills and obligations as authorized by the Board of Directors,
- b.) Be responsible for keeping a true account of all financial transactions of the organization,
- c.) Be responsible for filing financial reports to the IRS and funding sources as required,
- d.) Present a full financial report at each meeting of the Board of Directors.
- e.) Serve as a member of the Executive Committee.

7.5.4 The Secretary shall:

- a.) Attend and keep accurate minutes of all membership and Board of Directors and Executive Committee meetings,
- b.) Be the secretary of record for corporate purposes,
- c.) Be responsible for maintaining a corporate archive including meeting notices, agendas and minutes and other publications pertinent to the Corporation,
- d.) Be responsible for necessary correspondence,
- e.) Maintain a current set of Bylaws, together with any policy documents adopted by the Board of Directors,
- f.) Maintain the Corporation's archives,
- g.) Serves as a member of the Executive Committee.

ARTICLE 8 Committees

8.1 All Committees. Committees shall carry out the activities of the Corporation. The Board of Directors shall determine the structure and configuration of the committees. Each committee will operate under the guidance of a committee chairperson within parameters defined by the charter, a written statement of its goals and operations. All committee chairpersons shall be appointed by the Executive Committee. No committee shall engage in any activity beyond the scope of the charter without the approval of the Board. Committees shall regularly report to the Board of Directors as prescribed by the Board.

8.2 Standing Committees. The Corporation may establish the following Standing committees. Additional Committees may be established.

- a.) Membership
- b.) Government relations
- c.) Communications
- d.) Scholarships
- e.) Events
- f.) Nominations and Evaluations

8.3 Ad Hoc Committees. Ad Hoc Committees shall be established as determined by the Board of Directors. All Ad Hoc Committees shall be given a specific mission by the Board of Directors and may be given a date by which the committee shall dissolve unless further action is taken by the Board of Directors.

ARTICLE 9 Dues and Income

9.1 Dues. Dues will be set by the Board of Directors and will run annually from date of payment.

9.2 Other Income. The Executive Committee shall approve acceptance of donations, grants or fees more than \$500.

ARTICLE 10 Contracts, Checks and Deposits

10.1 Contracts. No contract (including but not limited to entering into any real property transaction or the hiring or firing of any employee) may be made in the name of the Corporation without the approval of the Board of Directors. Such approval may be granted in general or confined to specific instances. The Executive Committee may grant such approval up to the amount of \$5000.

10.2 Loans. No loan may be made on behalf of the Corporation unless authorized by the Board of Directors in writing.

10.3 Disbursements.

10.3.1 The Board of Directors shall approve the writing of all checks, or payment of money by the Corporation. Approval may be granted in general or confined to specific instances.

10.3.2 The Executive Committee may grant such approval up to the amount of \$5000.

10.3.3 Dispersal of petty cash shall adhere to guidelines established by the Board.

10.4 Banking. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or other depositories as the Board of Directors may select.

ARTICLE 11 Limitation of Liability, Indemnification

11.1 Limitation of Liability No director or uncompensated officer of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for conduct as a Director or uncompensated officer, provided that this Article shall not eliminate liability that may not be eliminated under the Act. No amendment to the Act

that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment. The provisions of this article are intended to be in addition to and not in limitation of any other provisions of the Bylaws or any agreement of the Corporation or any law that eliminates or limits the liability of Directors, officers and others acting on behalf of the Corporation.

11.2 Indemnification. A Director, Officer, employee, member or agent of the Corporation shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any civil action, suit or proceeding in which he or she may be named as a party, and which is in connection with his or her duties as a Director, Officer, employee, Member or agent of the Corporation if he or she acted in good faith, and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

ARTICLE 12 Other Business Items

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Notice and Waiver of Notice.

12.2.1 Notice. All notices to the Corporation or to the Board shall be sent care of the President, to the principal office of the Corporation or to such other address as the Board may hereafter designate from time to time. All Member notices shall be sent to the last address designated by the Member.

12.2.2 Waiver. Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these Bylaws, the Articles of Incorporation, or by law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13 Bylaws Amendment

13.1 Proposal. Amendments to these Bylaws shall be proposed by either a majority of the Board of Directors, or by majority of the Members present at a meeting of the Members. The proposed amendment must be published in writing and shall be included in the notice of any meeting at which action is to be taken thereon.

Adoption.

13.2.1 Adoption by the Board of Directors. Notwithstanding 6.7 of these Bylaws, these Bylaws may be amended by the affirmative vote of three-fourths of the entire Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose. Amendments so adopted shall take effect immediately, or at such reasonable time as determined by the Board of Directors.

13.2.2 Review by the membership. Notice of all material amendments shall be published following adoption of the amendments. The adoption of the amendment shall be considered final if no protest from the Membership is received within forty-five (45)

days from the publication of the amendment. If, prior to that forty-five day period, 10% or more of the membership object to any amendment adopted by the Board of Directors pursuant to this section by delivering to the Secretary written notice of the fact of their objection, the amendment shall be suspended until the next regular or special membership meeting, at which time a vote on its adoption shall be taken. The Board of Directors may, in lieu of amending these bylaws as provided in 13.2.1, refer proposed amendments for a vote at the next Membership meeting.

13.3 Restatement of Bylaws. The Board of Directors may restate the bylaws at any time without publication of the restatement to the Members. If the restatement contains any material amendments, the restatement, or the amendments, must be reviewed by the membership as provided in 13.2.2

ARTICLE 14 Dissolution

Upon dissolution, all bills and indebtedness shall be paid prior to distribution of remaining assets. All remaining assets of the Corporation shall be distributed as determined by the Board of Directors to an organization described in 501 (c)(3) of the Tax Code.

*****END OF 2009 RESTATED BYLAWS*****