

BYLAWS  
OF THE  
FORT BEND ASSOCIATION OF  
PARENTS FOR ACADEMIC EXCELLENCE

ARTICLE I – ASSOCIATION

A. This organization shall be a non-profit organization and shall be called the FORT BEND ASSOCIATION OF PARENTS FOR ACADEMIC EXCELLENCE, herein referred to as the “Association”.

B. The fiscal year of the Association shall begin on the first day of June of each year and end on the 31<sup>st</sup> day of May of each year.

ARTICLE II – PURPOSE

A. The purposes of the Association shall be:

1. To promote and encourage academic excellence in the Fort Bend Independent School District, State of Texas, particularly the education of gifted and talented individuals by supporting and encouraging new and existing activities significant to their education.

2. To provide a forum for the development of awareness of the educational needs of the gifted and talented.
3. To serve as an interchange of information on the subject of gifted and talented.
4. To develop cooperation with community and professional organizations.
5. To provide an organized “voice” for parents, teachers, administrators, school board members and others concerned with the educational, psychological and social needs of the gifted and talented.

B. Gifted and talented individuals are those who excel or have the potential to excel in any of the following areas: general intellectual ability, specific academic aptitude, creative or productive thinking and leadership.

C. The activities of the Association shall be accomplished in a charitable manner within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 and all subsequent corresponding provision of the United States Internal Revenue Law.

D. No part of the net earnings of the Association shall incur to the benefit of, or be distributable to, its members, advisors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Section A of this article. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by (1) an association exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or any subsequent corresponding provisions of the United States Internal Revenue Law, or (2) an association, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any subsequent corresponding provision of the United States Internal Revenue Law.

#### ARTICLE III – OFFICES

A. The principal office of the Association shall be located in County of Fort Bend, State of Texas. The Association may have such other offices, either within or without the County of Fort Bend, State of Texas as the Board of Advisors may determine or as the affairs of the Association may require from time to time. The location of the initial principal office is

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#### ARTICLE IV – MEMBERSHIP

A. Membership in the Association shall be open to all persons residing within the geographic boundaries of Fort Bend Independent School District, State of Texas who show a concern for or a desire to participate in the achievement of the stated purposes of this organization upon the payment of dues as provided herein.

B. Each member shall be entitled to vote on each matter submitted to a vote of the members. Votes may be cast by mail, e-mail, or in person. Any vote received after the vote on the matter in question is taken at a meeting shall not be counted.

C. Honorary membership may be given by the Board of Advisors to any organization or person having contributed in an outstanding manner to the education or welfare of gifted and talented children.

D. Membership in this association is not transferable or assignable.

E. Membership is June 1<sup>st</sup> to May 31<sup>st</sup> of the following year.

#### ARTICLE V – DUES

A. Dues shall be payable annually in May for the ensuing year. The dues shall be in an amount set by the Board of Advisors and approved by the membership at the annual meeting. In the event the amount set by the Board of Advisors for any year is not approved, the dues shall be the same as those last approved by the membership.

#### ARTICLE VI – MEETINGS

A. A meeting of the members of the Association shall be held each May for the purpose of electing Board of Advisors, receiving reports of officers and committees, and for any other business that may arise.

B. At least three (3) regular general membership meetings shall be held each year on a date and at a time and place designated by the Board of Advisors. Notice of general membership meetings shall be given to all members at least seven (7) days prior to such meetings.

C. Special meetings of the members may be called by the President, the Board of Advisors, or not less than one-fourth (1/4) of the membership. Notice of any special meetings must be given to all members at least seven (7) days prior to such meetings.

D. A quorum for a scheduled Association meeting shall be 10% of the membership. All decisions of the Association requiring a vote of the membership shall be by majority vote of the members at an Association meeting at which a quorum is present.

E. All meetings of the Association and/or programs will be open to the public unless otherwise specified by the Board of Advisors.

## VII – BOARD OF ADVISORS

A. The affairs of the Association shall be managed by its Board of Advisors, all of whom must be members of the Association.

B. The Board of Advisors shall consist of:

The Executive Committee:

- 1) President
- 2) President-Elect (Event Coordinator)
- 3) Treasurer
- 4) Secretary
- 5) Publicity
- 6) Webmaster
- 7) Immediate Past President
- 8) The acting Educational Specialist for Gifted and Talented Education of the Fort Bend Independent School District, and
- 9) a minimum of two (2) members-at-large

The aforementioned Educational Specialist shall serve only as an ex-officio member of the Board of Advisors with no voting rights in the business of the Association. Members-at-Large of the Board of Advisors shall be elected for two-year staggered terms. Approximately one-half of the members-at-large offices shall stand for election each year except the first year at which time one-half (1/2) of the members-at-large shall be elected for a one-year term, the remaining one-half (1/2) of the members-at-large being elected for two year terms. The rules governing

elections, resignations, and vacancies, etc. of officers under Section G thru J of Article VIII of these Bylaws shall govern the election, resignations and vacancies, etc. of the members-at-large.

C. At least four (4) regular meetings of the Board of Advisors shall be held each year on a date and at a time and place designated by the President. Each member of the Board of Advisors shall be notified at least two (2) days prior to such meeting. The first meeting of the Board of Advisors after the association's annual meeting shall be considered the annual meeting of the Board of Advisors.

D. Special meetings of the Board of Advisors may be called at the request of the President or any two Advisors. The person or persons authorized to call special meetings of the Board may fix the time and place of such meetings. Each member of the Board of Advisors shall be notified at least two (2) days prior to such meeting.

E. A majority of the Board of Advisors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Advisors are present, they may adjourn the meeting from time to time without further notice.

F. The act of the Advisors present at a meeting at which a quorum is present shall be the act of the Board of Advisors, unless the presence of the greater number is required by law or by these Bylaws.

G. Any action required by law to be taken at a meeting of Advisors, or any action which may be taken at a meeting of Advisors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Advisors.

## ARTICE VIII – OFFICERS

A. The officers of the Association shall be:

- 1) President
- 2) President-Elect (Event Coordinator)
- 3) Treasurer
- 4) Secretary
- 5) Publicity
- 6) Webmaster
- 7) Immediate Past President

The Board of Advisors may elect or appoint such other officers from among the members of the Association, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, time to time, by the Board of Advisors.

1) The President shall be that member of the Association who has just completed his/her term as President-Elect, unless there shall be no current President-Elect on the Board of Advisors, or unless the President-Elect refuses or is unable to serve as President for the ensuing



year, and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Advisors and serve as a Chairperson of the Executive Committee. He/She may sign with the Secretary or any other proper officer of the Association authorized by the Board of Advisors, any deeds, mortgages, bonds, contracts executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Advisors or by these Bylaws or by statute to some other officer or agent of the Association, shall make all authorized appointments; shall be an ex-officio member of all other committees except the Nominations Committee; and in general he/she shall perform all duties as may be prescribed by the Board of Advisors from time to time.

2) The President-Elect shall serve as Event Coordinator for the Association. The Event Coordinator will arrange for the activities of the organization such as book clubs, speakers, and science nights. In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all restrictions upon the President. After serving as President-Elect for one year, he/she shall assume the office of President for the next year.

3) The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Advisors shall determine. Such bond shall be paid for from Association moneys. He/She shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be

selected in accordance with the provisions of Article XI of these Bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Advisors. The Treasurer shall keep an up-to-date list of the membership which he/she shall provide to the Secretary so that each member may be accurately recorded on the association's mailing list. The Treasurer shall serve as the Chairperson of the Finance Committee, which shall prepare and propose a budget for the Association.

4) The Secretary shall keep the minutes of the meetings of the members, of the Board of Advisors and of the Executive Committee in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association records; keep a register of the mailing address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Advisors. The Secretary shall serve as the Chairperson of the Membership Committee. The Secretary will also be official historian of the Association and shall coordinate dissemination of publicity concerning the affairs of the Association.

5) The Publicity chair shall serve as editor of all Association publications, and shall serve as the Chairperson of the Newsletter Committee. This person will also make sure information about the Association is publicized in the local community.

6) The Webmaster shall serve as the editor of the website. This person will maintain a current and informative website for the Association.

7) The Immediate Past President shall serve as the Chairperson of the Legislative Committee. Until there is an individual who shall be eligible to fill the position, the President shall appoint a member or members to serve as Chairperson of said committees.

8) The Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Advisors shall determine. Such bonds shall be paid for from Association moneys. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Advisors.

9) The Chairpersons of each of the Standing Committees not previously established herein shall be appointed by the President upon initiation of his/her term of office, subject to the approval of a majority of the elected officers, at the first Board of Advisors meeting after the annual election. No member-at-large of the Board of Advisors shall serve simultaneously as a Chairperson of the Standing Committee.

B. At least fourteen (14) days prior to the election of officers at the annual meeting of the Association, the Nominations Committee (appointed three months prior to the election by the Board of Advisors) shall forward to every member a list of candidates for each office, including the names of any member who is either self-nominated or nominated by other

members, without distinction as to how the candidate was nominated. No more than two members of the Board of Advisors may serve on the Nominations Committee (as members), which will consist of five members.

C. Nominations for any office can also be made by members from the floor at the annual meeting at which elections are held, or by write-in-ballot.

D. The officers will be elected for a period of one year by a plurality of votes cast by members at the annual meeting of the Association or by ballots cast by members whose votes were received by any member of the Board of Advisors prior to the annual meeting.

E. No person may hold the same elective office for more than two full terms in succession.

F. Resignations of all members of the Board of Advisors shall be submitted to the President in writing prior to the date of resignation. Should any member of the Board of Advisors be unable or unwilling to fulfill his function, that officer may be removed from office by a majority vote of the remaining members of the Board of Advisors.

G. Any vacancy in any office because of death, resignation, disqualification or otherwise, may be filled for the unexpired terms by Presidential appointment, subject to the approval of the Board of Advisors. Should the office of President and President-Elect be vacated simultaneously, the Board shall appoint one of its remaining members as President, and said

appointee shall have all the duties and authority of the President until such time as a new President can be elected.

H. In the event of a vacancy in the office of the President, the President-Elect shall assume that office for the unexpired term and continue in said capacity during the following year. The office of President-Elect which will therefore be vacated, shall be filled in accordance with provisions in this article.

I. The terms of all officers will continue until their successors are elected or appointed.

J. Any officer elected or appointed by the Board of Advisors may be removed by a majority vote of the Board of Advisors whenever, in its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### ARTICLE IX – COMMITTEES

A. Standing Committees are those representing activities which are continuing in the program of the organization. Standing committees may be created or dissolved as the need indicates by the President with the approval of the Board of Advisors. The following Standing Committees are hereby established:

- 1) Finance Committee

- 2) Publicity Committee
- 3) Nomination
- 4) Program
- 5) Membership
- 6) Legislative
- 7) Newsletter

B. Special Committees are those designed to accomplish short-term purposes in the program of the organization. Special Committees may be created or dissolved as the need indicates by the President with approval of the Board of Advisors.

C. Members of the Standing Committees, as well as any other committees established, shall be members of the Association and the President of the Association shall appoint the members thereof and have authority to remove and/or replace members thereof.

D. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

E. 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.

F. A meeting of a committee may be called by its chairperson or by at least two members of the committee. The date, place, and time of the committee meeting shall be set by the person or persons who called the meeting. All members of a committee shall be notified of the committee meeting at least two (2) days prior to such meeting. The persons attending such a committee meeting shall constitute a quorum and the act of those persons present shall be the act of the committee unless such act is rescinded by a greater number of persons present at a subsequent meeting.

G. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Advisors.

H. Ad-hoc Committees may be appointed by the President with the approval of the Executive Committee.

#### ARTICLE X – EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of the seven (7) officers described in Article VIII of these Bylaws.

B. The Executive Committee shall have the authority to conduct business of the Association between board meetings.

C. A minimum of four (4) members shall constitute a quorum necessary for action. The time and place of the meetings shall be as determined and called by the President and all members shall be entitled to twenty-four (24) hours notice of all meetings. Executive Committee meetings shall not be open. If a quorum is not present at any meeting of the members a majority of the members present may adjourn the meeting from time to time without further notice.

D. The President shall not be entitled to vote on matters submitted to the Executive Committee, except when necessary to break a tie vote.

E. All decisions of the Executive Committee shall be by majority vote of the members present at an Executive Committee meeting at which a quorum is present.

#### ARTICLE XI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. The Board of Advisors may authorize any officer or officers, agents or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Association. Such authority may be general or confined to specific instances.

B. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined



by resolution of the Board of Advisors. In the absence of such determination by the Board of Advisors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by any other officer of the Association.

C. All funds of the Association shall be deposited, from time to time, to the credit of the Association in such banks, trust companies, or other depositories as the Board of Advisors may select.

D. The Board of Advisors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE XII – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Advisors, and committees having any of the authority of the Board of Advisors, and shall keep at the principal office a record giving names and addresses of the members. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE XIII – DISSOLUTION

Upon the dissolution of the Association, a majority of the members of the Association at that time shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations of scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Law) as the majority of the Association members at that time shall determine.

#### ARTICLE XIV – ADMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the membership at any regular meeting or at any special meeting, if at least seven (7) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting.

#### ARTICLE XV – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XVI – PROHIBITION AGAINST DISCRIMINATION

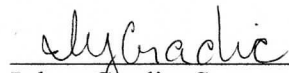
This Association affirms the policy of nondiscrimination on the basis of sex, race, ethnic origin, age or family status in its organizational affairs.

#### ARTICLE XVII – GOVERNING RULES

The rules contained in ROBERT’S RULES OF ORDER, REVISED, shall govern all of the proceedings of the Association, Board of Advisors, Standing Committees, Ad-Hoc Committees, and Executive Committee, in all cases in which they are applicable and which are not inconsistent with the Articles of Association of these Bylaws.

These Bylaws have been amended and approved on June 18, 2012.

  
Folly Jee Ligh, President

  
Inken Gradic, Secretary