

**BY-LAWS
OF
ILLINOIS ASSOCIATION FOR GIFTED CHILDREN**

(January 30, 1998, Amended;
October 28, 2000, Amended Article IV, Section 11;
February 4, 2007, Amended, Article III, Section 4)

Add to Notebook - General

ARTICLE I

PURPOSE

1. The corporation shall have such purposes or powers as stated in its Articles of Incorporation. The corporation shall also have such powers as are now or may be granted by the General Not for Profit Corporation Act of the State of Illinois (the "Act"), or any successor legislation; provided that such powers may be exercised only in furtherance of the purposes of the corporation as stated in its Articles of Incorporation and consistent with its status as a corporation described in Section 501 (C) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

2. The primary purposes of the corporation shall be to promote the development, encouragement and support of educational opportunities for gifted children, including but not limited to: dissemination of information to parents and teachers, networking, staff development and providing services to parents and students. The corporation will organize and participate in a coordinating council for gifted education in the State of Illinois, and offer training opportunities in gifted education.

ARTICLE II

OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or outside the State.

ARTICLE III

MEMBERSHIP

SECTION 1. GENERAL POWERS. The members shall have the exclusive right to vote to elect the board of directors and the officers of the corporation. Only members in good standing, as defined in Section 2 of this Article, shall be entitled to vote.

SECTION 2. NUMBER, TENURE AND QUALIFICATION. The members shall be any individuals who are interested in the education of gifted children in the State of Illinois. All members shall be required to pay any and all dues owing as set forth in Section 3 of this Article in order to be a member in good standing. The membership year shall be set by the board of directors.

SECTION 3. DUES. Annual dues shall be collected from each member. The board of directors shall set the amount of the annual dues.

SECTION 4. VOTING. In all elections to be held by the members, each member shall be entitled to one vote. The method of voting shall be determined by the Executive Board. (Amended 02.05.07)

SECTION 5. ANNUAL MEETINGS. An annual membership meeting shall be held at the IAGC Convention as set by the board of directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The corporation's board of directors shall set policy and manage the corporation's affairs.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be fourteen (14), which includes the corporate officers. The members may change the number of directors from time to time by amending this section.

SECTION 3. ELECTION AND TERM OF OFFICE. One-third of the non-officer directors of the corporation shall be elected by the members annually. All Corporate officers are elected by the members every two years. Vacancies on the board may be filled by an appointment of the board of directors. Each director shall hold office until he dies, he resigns, his successor has been duly elected and qualified or until he has been removed in the manner hereinafter provided. Election of a director shall not create contract rights in the position of director.

SECTION 4. VOTING. In all elections to be held by the directors, each director shall be entitled to one vote.

SECTION 5. MEETINGS. The board of directors shall hold quarterly meetings throughout the year, one of which is designated as the annual meeting in January of each year. Additional meetings shall be held at the discretion of the board.

SECTION 6. SPECIAL MEETINGS. The president and chair or any three directors may call special meetings of the board of directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by him or them.

SECTION 7. QUORUM. A simple majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 8. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of the greater number is required by statute, these by-laws, or the Articles of Incorporation.

SECTION 9. VACANCIES. The board of directors shall fill any vacancy occurring in the board unless the Articles of Incorporation, an applicable statute, or these by-laws provide that a vacancy so created shall be filled in some other manner, in which case such provision shall control. A director appointed to fill a vacancy shall serve until the end of that term.

SECTION 10. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors, expenses of attendance, if any, may be allowed for each regular or special meeting of the board.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the board of directors may be taken without a meeting. Action outside of a meeting shall be initiated by the chair of the board of directors. (Amended 10.28.00)

SECTION 12. EXECUTIVE COMMITTEE. Chair of the board, president, president-elect, and past-president shall act as the executive committee.

ARTICLE V

EXECUTIVE DIRECTOR

SECTION 1. GENERAL POWERS. The corporation's executive director shall manage the day-to-day affairs of the corporation. This shall include management of the office and its staff.

SECTION 2. EMPLOYMENT OF EXECUTIVE DIRECTOR. The board of directors shall appoint the executive director, who shall serve at the pleasure of the board of directors. The executive director shall be compensated as determined by the board of directors.

SECTION 3. MEETINGS. The executive director shall attend all meetings of the board of directors.

SECTION 4. STAFF. The executive director shall be responsible for supervising all staff.

SECTION 5. COMMITTEES. The executive director shall serve, ex-officio, as a member of all committees.

ARTICLE VI

ADVISORY BOARD OF DIRECTORS

SECTION 1. CREATION. The board of directors of the corporation shall have the power to create an advisory board of directors and to appoint all persons who shall serve on such an advisory board.

SECTION 2. GENERAL POWERS. The advisory board of directors shall have only the power to aid the board of directors of the corporation in an advisory manner. The advisory board of directors may have access to all records and corporate documents of the corporation. The advisory board shall have the right to attend all regular and special meetings of the board of directors of the corporation. The advisory board of directors shall have no voting powers.

SECTION 3. APPOINTMENT AND TERM OF OFFICE. Each director of the advisory board of directors may be appointed annually and may hold office for that designated term.

SECTION 4. REMOVAL. Any member of the advisory board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served.

ARTICLE VII

CORPORATE OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be the chair of the board of directors, president, president-elect, recording secretary, treasurer and past-president. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties as prescribed by the board of directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected, except the past-president and the chair of the board, by the members. The chair of the board will be elected by the board from their director membership. Officers of the board may not be elected chair. These elections shall occur biannually in the fall prior to the January annual meeting of the board when the officers "two year" term begins. Vacancies may be filled by an appointment of the board of directors. Each officer shall hold office until the end of that specified term unless he dies, he resigns, his

successor has been duly elected and qualified or until he has been removed in the manner hereinafter provided. Election of an officer shall not create contract rights.

SECTION 3. REMOVAL. Any officer elected by the membership or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the corporation would be served. Such removal shall be without prejudice to the contracts rights, if any, of the person so removed.

SECTION 4. BOARD OF DIRECTORS' CHAIR. The chair of the board of directors shall be the principal executive officer of the corporation. The chair of the board of directors of the corporation shall be elected annually by the board of directors at the fall meeting prior to the January annual meeting of the board, when the chairman's one-year term begins. If the election is not held at such meeting, such election shall be held at the board's earliest convenience. He shall see that the resolutions and the directives of the board of directors are carried into effect except in those instances in which the board assigns that responsibility to some other person. He shall preside at all meetings of the board of directors, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors of these by-laws.

SECTION 5. PRESIDENT. The president shall be in charge of specific standing committees as designated by the board of directors.

SECTION 6. PRESIDENT-ELECT. The president-elect shall assist the president in the discharge of his duties. In the absence of the president or in the event of his 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 the restrictions imposed upon the president. He may have other duties assigned by the board of directors.

SECTION 7. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. Duties shall be specified by the board of directors.

SECTION 8. RECORDING SECRETARY. The recording secretary shall record the minutes of all board meetings, maintain the minutes, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law and perform all duties incident to the office of recording secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

SECTION 9. PAST-PRESIDENT. The past president shall assist the president in the discharge of his duties. In the absence of the president and president-elect or in the event of their inability or refusal to act, the past-president shall perform the duties of the president and/or president-elect and when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the president and/or president-elect. He may have other duties assigned by the board of directors.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES. The board of directors may designate one or more committees. These committees, to the extent provided by the board's resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation of authority to them shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION 2. STANDING COMMITTEE CHAIRS. One member of each committee shall be appointed by the board of directors to act as chair of that committee. Each chair of a committee shall continue until the next annual meeting of the board of directors or until his successor is appointed, provided, however, that the board may both terminate a committee chair sooner or remove a member from a committee by a majority vote. Committees may be co-chaired.

SECTION 3. VACANCIES. Vacancies in the membership of any committee may be filled by appointment made by the committee chair with the approval of the board of directors. Chair vacancies will be filled by appointment of the board of directors.

SECTION 4. QUORUM. Unless otherwise provided in the resolution of the board of directors 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.

ARTICLE IX

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 directors, officer board and committees having any of the authority of the board of directors, and shall keep at the registered principal office a record giving the names and addresses of such individuals.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE XI

SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words "corporate seal, Illinois".

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the by-laws of the corporation, 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 XIII

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members. Such action may be taken at a regular or special meeting for which 30 days written notice of the meeting's purpose must be given. Such action may also be taken by mail ballot for which 30 days

written notice must be given. The board of directors may determine which method is used. The majority of the votes received of the members in good standing shall be required to adopt any proposed amendment.

The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with applicable law or the Articles of Incorporation.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the Act or any successor legislation; provided, however, that the indemnification provided by or granted pursuant to the Act shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office. The indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV

DISSOLUTION

By a two-thirds vote of the Illinois Association for Gifted Children Board of Directors, IAGC may be dissolved. In the event of dissolution of this organization, any assets remaining after the payment of debts or provision therefore will revert to the National Association for Gifted Children provided that it is a 501 (C) (3) organization at that time. If the National Association for Gifted Children is not a 501 (C) (3) organization, the remaining assets of the Illinois Association for Gifted Children will be distributed to an organization or organizations organized and operated exclusively for the educational purpose of serving the needs of gifted children as shall at the time qualify as an exempt organization(s) under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.