

Bylaws of

The Lake Washington Gifted Education Advisory Council (hereafter referred to as “GEAC” or “the council”)

I. Location

The principal office of the council is located in King County, State of Washington.

II. Nonprofit Purposes

This council is organized exclusively for one or more purposes as specified in Section 501(c)3 of the Internal Revenue Code (IRC) and Chapter 24.03 of the Revised Code of Washington (RCW) (known as the Washington Nonprofit Corporation Act) and will abide by the rules and restrictions of those codes.

III. Mission of Council

The mission of GEAC shall be: To support the unique needs of highly capable students enrolled in the Lake Washington School District (LWSD).

The fulfillment of this mission shall be approached through the following four avenues:

- A. *Outreach*: to foster communication and connection among families and staff within the highly capable learning community, as well as to foster communication and understanding between the highly capable learning community and others.
- B. *Enrichment*: to support highly capable student learning in the classroom, making available funding for enhancements including, but not limited to, curriculum resources, excursions, and professional development for staff.
- C. *Education*: to offer information about and/or access to relevant education and support opportunities for parents, students, and educators in the highly capable community.
- D. *Advocacy*: to advocate for the needs of highly capable students before families, the LWSD School Board, and the LWSD Administration, as well as to support broader advocacy efforts on behalf of the highly capable community.
 1. 501(c)3 organizations **may not, under any circumstances**:
 - a. Participate in or contribute to any political campaign, or publish or distribute any written or oral statements, on behalf of or in opposition to any candidate for public office.
 2. 501(c)3 organizations **may not, “except to an insubstantial degree”**:
 - a. Contact, or urge the public to contact, legislators or their staff for the purpose of proposing, supporting, or opposing legislation.
 - b. Attempt to affect the opinions of the general public, or a segment of the public, regarding legislative issues.
 3. 501(c)3 organizations **may, at any time**:
 - a. Communicate with members of the organization about legislation (or proposed legislation) of direct interest to the organization and its

members, *if* these communications **do not** directly encourage members to influence legislation.

- b. Make available the results of nonpartisan analysis, study, or research.
- c. Communicate with a government official or employee, other than for the purpose of influencing legislation.

IV. General Membership (hereafter referred to as the “Membership”)

The General Membership shall consist of persons interested in supporting Lake Washington School District highly capable education (K-12). Membership is “informal” in that members are not legally entitled to vote on the operation of GEAC, although members may offer input and the Board may solicit input from the Membership at any time.

V. Board of Directors (hereafter referred to as “the Board” or “Board Members”)

- A. Number: As determined necessary for the ongoing operation of the council, the Board shall consist of a minimum of three (3) Board Members. If during any selection process there are not enough Board candidates to fulfill the minimum requirement, the current President and Board shall determine which three (3) current Board Members will continue in their positions until such time as additional candidates are found to replace them, or until the council is voluntarily and legally dissolved.
- B. Duties: Board Members shall perform any and all duties required of them collectively or individually by law, by the articles of incorporation, or by these bylaws. Each Board Member shall perform his or her duties in good faith, in a manner believed to be in the best interest of the council, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- C. Compensation: Board Members shall serve as volunteers without compensation, financial or otherwise.
- D. Term of Office: The term for all Board Members shall be one (1) year, July through June. There are no limits to the number of terms an individual may serve on the Board, as long as he or she is re-selected by the Membership each year.
- E. Selection Process:
As GEAC is an organization with an “informal membership” structure, the Membership is not legally entitled to vote on candidates for the Board; *however*, GEAC has historically and specifically determined that the Membership be given the opportunity to vote on the selection of Board Members as follows:
 - 1. With input from the Board, the President shall appoint a Nominating Committee in March or April.
 - 2. The Nominating Committee will present a slate of candidates at the May General Meeting and accept any additional nominations from the floor at that time.
 - 3. Selection shall be by a majority vote of the Membership in attendance at the June General Meeting.
 - 4. *Note*: Although GEAC Board candidates typically choose to be selected by the Membership for a particular Office, any candidate can choose to be

considered for a position on the Board without assuming the responsibilities of any particular Officer. Although general Board Members do not have any formal Officer responsibilities, it is still expected that they attend as many General (and Board) Meetings as possible, as well as be open to any responsibilities as agreed to on a case-by-case basis with the President and/or Board.

F. Board Meetings:

1. Board Meetings shall be held a minimum of four (4) times per year and/or at the request of three (3) or more Board Members, or the President.
2. Board Meetings may be called by the President with at least fourteen (14) days notice to all Board Members.
3. All Board Meetings are open to the Membership.
4. GEAC shall hold its Board Meetings in a facility provided by the Lake Washington School District (LWSD) when possible.
5. In a timely manner prior to each Board Meeting, the Membership will be notified of the date and location of the meeting. This notification may be announced via direct email communication, the GEAC newsletter, website, and/or Facebook page, etc.

G. Voting:

1. All matters before the Board shall be approved by a simple majority of the Board members in attendance, except for Article V, Section G(2) below.
2. Bylaw Amendments and Officer Removal require a two-thirds (2/3) majority vote of all current Board members.
3. Pursuant to Washington State law, voting on Board action is not required to take place at a meeting. Action can also be taken on votes submitted in writing (email OK) or by conference call. GEAC requires that, to be counted, votes requested outside a meeting must be submitted within seven (7) days of the request for votes. Total number of votes for determining simple majority is established by the number of votes submitted within the seven (7) days.

H. Nonliability: The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the council. The rare exception is in cases of gross negligence or intentional misconduct by a Board Member in the performance of his or her duties on behalf of the council.

I. Removal of Board Members:

As GEAC is an organization with an “informal membership” structure, the Membership is not legally entitled to vote on removal of Board Members; *however*, as GEAC has historically and specifically determined that the Membership be given the opportunity to vote on the selection of Board Members, it is therefore determined that the General Membership be given the opportunity to vote on the removal of Board Members as well, as follows:

1. When notifying the Membership of a regularly scheduled General Meeting, the President will also include notice of the vote to take place at that General Meeting regarding the proposed removal of a specified Board Member.

2. Board Members may be removed, with or without cause, prior to the expiration of their term by two-thirds (2/3) majority vote of the Membership present at the aforementioned General Meeting.

VI. Officers

- A. Required Officers: Pursuant to the Washington Nonprofit Corporation Act, the GEAC Board shall consist at a minimum of the following Officers:
 1. President
 2. Vice President [this requirement to be met by the fulfillment of any of the Vice President positions listed below – Article VI, Section B(1), (2), (3), or (4)]
 3. Secretary
 4. Treasurer
- B. Desired Officers: Other Officers determined necessary for fulfillment of the GEAC mission include the following. As many of these positions should be filled as possible each year:
 1. Vice President Outreach
 2. Vice President Grants
 3. Vice President Community Education
 4. Vice President Advocacy
- C. Duties: [See most current version of the council document titled “GEAC Officer Responsibilities.”]
- D. Compensation: GEAC Officers shall serve as volunteers without compensation, financial or otherwise.
- E. Term of Office: The term for all Officers shall be one (1) year, July through June. There are no limits to the number of terms an individual may serve as an Officer, as long as he or she is re-approved by the Board each year.
- F. Selection Process: Although Board candidates typically choose to be selected by the Membership for a particular Office, it should be noted that it is ultimately the prerogative and right of the selected Board to appoint and remove Board Members to and from any Office.
- G. Holding Multiple Offices: Pursuant to the Washington Nonprofit Corporation Act, an individual may hold more than one Office, except that an individual may not concurrently hold the positions of President and Secretary.
- H. Number of Persons Holding Any Office: GEAC allows for any Office to be held, and responsibilities concurrently shared, by more than one person at a time. The exception is the position of Treasurer, whose duties shall be performed by only one person at any one time.

- I. Succession: If the office of President is vacated before the term expires, the line of succession is as follows: VP Outreach, then Secretary, then Treasurer. The interim President shall serve until a President can be selected at the next Board meeting. Due to restrictions as noted in Article VI, Section G, if it is necessary for the Secretary to move into the position of President, a new Secretary must be selected.
- J. Removal of Officers: Officers may be removed, with or without cause, prior to expiration of their term by a two-thirds (2/3) majority vote of all current Board Members.

VII. General Membership Meetings

- A. Location: GEAC shall hold its General Meetings in a facility provided by the Lake Washington School District (LWSD) when possible.
- B. Frequency:
 - 1. General Meetings shall typically be held monthly September through June, with more or fewer meetings at the discretion of the Board and the President.
 - 2. Dates and times of General Meetings shall be established by the newly elected President for the following school year and submitted to the appropriate contact(s) at LWSD prior to the district calendar-printing deadline.
 - 3. Special General Meetings may be called by the President with at least fourteen (14) days notice to all Board Members and the Membership. The President shall also call a special meeting upon request of five (5) or more General Members.
- C. Notification: In a timely manner prior to each General Meeting, the public and the Membership shall be notified of the date and location of the meeting. This notification may be announced via the LWSD calendar, direct email communication, the GEAC newsletter, website, and/or Facebook page, etc.
- D. Attendance: Each person attending a GEAC meeting will be asked to sign an attendance roster and all meetings shall be open to the public.
- E. Voting: Any resolution or request receiving an affirmative vote by a simple majority of members in attendance at a General Meeting shall require the Board to formally review and consider the resolution or request at the next Board Meeting.

VIII. Finances

- A. Budget: A yearly budget prepared by the Treasurer with input from the Board shall be approved by the Board no later than the end of September. The fiscal year for GEAC is from July 1 to June 30.
- B. Checking Account: The checking account shall have at minimum two (2) signatories, one (1) being the President and one (1) the Treasurer. Only one (1) signature is required on checks.

- C. Non-Budget Items: Disbursal of funds not approved in the budget of one hundred dollars (\$100.00) or less shall be at the discretion of the Treasurer, with approval from the President. This should be for urgent expenses only. Disbursal of funds for expenses not approved in the budget over one hundred dollars (\$100.00) shall be approved by a simply majority vote of the Board.
- D. Documentation: All GEAC funds shall be disbursed in the form of a check and receipts must be received for all funds disbursed.
- E. Grants: At the discretion of the Board, teachers and staff may receive funds for enrichment to support highly capable student learning. These funds may be offered directly to teachers and staff and/or they may be offered through a uniform grant program.
- F. Charitable Solicitations Act (CSA): The Board, in coordination with the Treasurer, shall keep informed of the current fundraising parameters of the CSA of Washington State. In such case as annual contributions to GEAC exceed the maximum amount for exemption from the CSA, the Board will act in a timely manner to come into compliance with the CSA.

IX. Bylaws

- A. Review: The Bylaws shall be reviewed by the Board in July each year.
- B. Amendments: Bylaw amendments may be proposed by anyone in the Membership by bringing the proposed amendment to a Board member to submit to the Board. Amendments may be voted upon only if notice of the proposed changes is given to Board members at least fourteen (14) days in advance of the vote. Email distribution shall qualify as notice.
- C. Conditions: The Bylaws are a condition for the operation of GEAC and may be amended only by a two-thirds (2/3) majority vote of all current Board members.

X. Voluntary Dissolution of Council

- A. Should it be necessary to voluntarily dissolve GEAC, procedures as specified in the Washington Nonprofit Corporation Act shall be followed, including, but not limited to:
 - 1. A simple majority of Board Members shall approve a resolution to dissolve the council.
 - 2. Any remaining assets shall be distributed to another 501(c)3 organization for one or more exempt purposes.
- B. Should it be necessary to revoke voluntary dissolution proceedings, procedures as specified in the Washington Nonprofit Corporation Act shall be followed.