

AMENDED AND RESTATE
BYLAWS

GIFTED MINDS PROSPER
(A Texas Nonprofit Corporation)

(as amended and restated on April 20, 2024)

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ARTICLE I - NAME

The name of this non-profit organization is Gifted Minds Prosper (herein referred to as “GMP” or the “Association”).

ARTICLE II - PURPOSE AND GOALS

Section 2.1 - Purpose

GMP has been formed for the purpose of supporting gifted and talented education in the Prosper Independent School District (“PISD”) and to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.2 - Goals

The goals of GMP are as follows:

- To empower our gifted and talented (“GT”) students and their families by providing programs and opportunities for furthering their knowledge as well as fostering social opportunities to connect and collaborate with others.
- To identify additional needs of GT students, families and schools and to champion solutions to address them.
- To create awareness of the needs of GT students and facilitate involvement for community members to help GMP in meeting those needs.
- To increase awareness and sensitivity of parents, teachers, school administrators and the public to the needs of gifted and talented children.
- To encourage and support the PISD and other schools in their efforts to provide a qualitatively differentiated educational program by which each person may advance toward his/her fullest potential.
- To provide a chain of communication between the Association, the community, the PISD administration and staff, the Board of Education, and all who are interested in the needs of gifted children.
- To provide a base for disseminating information about giftedness and available resources.
- To provide a support forum for parents of gifted and talented children and to encourage parents’ participation in public education and other programs for gifted children.
- To locate, utilize and create resources for educational opportunities for all persons interested in gifted and talented education.
- To be influential in supporting local, state, and national legislative programs which benefit education for gifted and talented children.
- To cooperate with other non-profit groups with similar aims to carry on any other activities reasonably designed to promote the education of gifted and talented children to achieve their utmost capabilities.
- Any other opportunities that fit within the purpose of GMP.

ARTICLE III - MEMBERSHIP

Section 3.1 – Membership

GMP will have several types of membership options as stated under this Article III. Membership is open to all who are interested in the purposes of GMP. Members are eligible to be elected officers and serve on committees and are encouraged to support all activities and to attend all meetings held by GMP. GMP shall conduct an annual enrollment of members but may also admit persons to membership at any time. Membership must be renewed annually to remain active.

Section 3.2 – Family Membership

One family membership includes up to two adults. For purposes of voting at regular meetings, a family membership shall have one (1) vote per parent or legal guardian, so long as their family membership is in good standing.

Section 3.3 – Staff Membership

A staff membership is open to any PISD (“PISD”) staff member and includes one adult. For purposes of voting at the regular meeting, a PISD staff membership shall have one (1) vote, so long as their membership is in good standing.

Section 3.4 – Community Membership

An individual person who is not the parent or guardian of a K-12 student may apply for a community membership. Such membership must be approved by a majority of the Executive Board. Community membership does not have voting privileges.

Section 3.5 – Professional/Corporate Membership

Any local organization or school entity that has common interests and purpose as GMP may apply for a membership. All advertising or promotional materials presented by such associations must also be screened and approved by a majority of the Executive Board.

Section 3.6 – Honorary Membership

An honorary membership may be granted by a majority vote of the Executive Board to those who excel at promoting the needs of gifted children and when deemed appropriate. The membership is owned by the singular named honoree, and such person shall not be required to pay membership dues. An honorary member does not have voting rights unless such honorary member pays a nominal yearly voting fee. Such annual voting fee shall be determined by a majority vote of the Executive Board.

Section 3.7 – Advisory Membership

An advisory membership may be granted to a teacher or administrator of the PISD who is also a member of the PISD's GT program. This position does not have to pay dues and does not have voting rights.

ARTICLE IV - DUES

Annual membership dues shall be determined by the Executive Board (herein also referred to as "Board") and may be revised with a 50% plus 1 vote (hereinafter, "Simple Majority") of the membership at regular meetings. In the event the changed amount set by the Board for any year is not approved, the dues shall be the same as those last approved by the membership.

ARTICLE V – OFFICERS

Section 5.1 - Number

The officers of the GMP shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 5.2 - Term

Term of office shall be July 1 through June 30 of each year. Officers of the Board shall hold office for a term of two years and may serve up to two consecutive terms in the same office.

Section 5.3 - Limitation

No officer shall serve in the same office for consecutive three (3) full years nor may any person hold two (2) elected offices at the same time. The President shall have served on the Executive Board for any two (2) years preceding election to President (except for the inaugural officers who cannot have any prior experience by definition). If no officer is able or willing to serve as President, a President may be appointed with unanimous approval of the Executive Board. The President may serve on the Executive Board in an advisory capacity at the conclusion of their presidency for continuity and support.

Section 5.4 – Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Section 5.5 - Records

Each officer of the Executive Board shall be responsible for maintaining written records of that office

and shall convey these records to the successor. They shall also provide copies of the records to the Secretary no later than August 31 of each year.

Section 5.6 – Attendance

It is expected that the Executive Board meetings shall be regularly attended by its members. If at any time during an officer's term of office, any officer misses three (3) Executive Board meetings, such member shall be deemed to have immediately resigned his or her position with the GMP, unless a majority of the remaining Executive Board members otherwise agree.

Section 5.7 – Qualifications

To qualify to be a nominee, each candidate must have at least one child who is currently admitted into the PISD 's Gifted and Talented Program. There will be NO EXCEPTIONS to this requirement.

Section 5.8 Compensation

Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for GMP, as long as a majority of disinterested Board of Directors approves the reimbursement. GMP shall not loan money or property to, or guarantee the obligation of, any Director.

Section 5.9 – Removal

Any officer can be removed from office if at least two-thirds (2/3) of the vote of the Executive Board or if at least two-thirds (2/3) majority of the membership vote for the removal of that officer.

Section 5.10- Resignation

Any Director may resign at any time by delivering written notice to the President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

ARTICLE VI - DUTIES OF OFFICES

Section 6.1 - The President shall:

- Preside as chairperson of all membership meetings and Executive Board meetings.
- Be authorized to execute in the name of GMP all contracts and other documents.
- Serve as a chairperson of the Communications Committee.
- Serves as admin of GMP social media outlets and GMP website. Compiles and shares GMP Newsletters and maintains the Organization's Calendar of Events.
- Be an ex-officio member of all committees, except the Nominating Committee.
- Represent the Association in any activities related to the education or interests of talented and

gifted children, including but not limited to addressing the School Board, and may delegate any member to represent the Association if the President and First Vice President are unable to serve.

Section 6.2 - The First Vice President shall:

- Assume the duties of the President in the absence or at the request of the President.
- Serve as chairperson of the Program Committee.
- Arrange for speakers, events hosted by GMP, and any facilities needed for such programs.
- Perform all other functions as directed by the President.

Section 6.3 - The Second Vice President shall:

- Assume the duties of the President in the absence of the President and the First Vice President.
- Serve as chairperson of the Membership Committee; promote, recruit and enlist members in GMP, and keep membership records current.
- Develop and implement a plan to build and maintain general membership, with special focus on the beginning of the school year and the months of March-April, after kindergarten students are identified as gifted.
- Maintain a current membership roster in WIX, and an up-to-date email list in Outlook for GMP.
- Perform all other functions as directed by the President.

Section 6.4 - The Secretary shall:

- Keep accurate minutes of all membership meetings and Executive Board meetings.
- Be responsible for necessary correspondence.
- Be responsible for notifying Executive Board members of the regular and special meetings of the GMP Board.
- Be responsible for maintenance of all permanent records of GMP.
- Perform all other functions as directed by the President.

Section 6.5 - The Treasurer shall:

- Receive and deposit all monies of GMP.
- Disburse such sums as approved by the Executive Board of the membership.
- Keep an accurate record of receipts and expenditures.
- Present a brief financial statement at every regular Executive Board meeting and, if requested, at any regular meeting of the membership.
- Submit financial records for audit within thirty (30) days of the end of the fiscal year.
- Perform all other functions as directed by the President.

- File all necessary paperwork in order to achieve and maintain I.R.S. 501c3 status.

ARTICLE VII - EXECUTIVE BOARD

Section 7.1 - Membership and Authority

The Executive Board shall consist of the five (5) elected officers and all chairpersons of the six (6) standing committees. Except as otherwise provided, the Executive Board shall have the power to transact the business of the GMP; however, only the officers may receive or disburse funds.

Section 7.2 - Meetings/Quorum

Meetings of the Executive Board shall be held as needed. The date of such meetings shall be set by the President. A quorum shall consist of a majority of the members.

Section 7.3 - Notice

The Executive Board members shall be notified at least three (3) days prior to the Executive Board meeting.

Section 7.4 - Special Meetings

Special meetings of the Executive Board may be called by the President or by notice to the President by three (3) members of the Executive Board.

Section 7.5- Actions Without an In-Person Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Foundation Act, the Certificate of Formation, and these bylaws may be taken without an in-person meeting, if a majority of Directors individually and collectively consent in writing, including a mailed or electronic format, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board. Quorum will include in-person and online attendance.

Section 7.6 - Past President.

The immediate past President, if available, shall be an ex-officio member of the Executive Board and shall serve in an advisory capacity.

ARTICLE VIII – STANDARD OF CARE

Section 8.1. General

An officer and/or an Executive Board member shall perform the duties in good faith, in a manner such individual believes to be in the best interest of GMP and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. Further, such officer and/or Executive Board member shall present GMP in positive light and attitude both to the internal and external discussions.

Section 8.2. Conflict of Interest

The purpose of the conflict of interest policy is to protect GMP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Texas and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) Definitions:

Unless otherwise defined, the terms used in this section have the following meanings:

- "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
- "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - A compensation arrangement with GMP or with any entity or individual with which GMP has a transaction or arrangement; or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GMP is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

B) Procedures

1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3. Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the GMP's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations Of The Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

5. Records And Procedures: The minutes of the Board and shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8.3. Indemnification

To the fullest extent permitted by law, GMP shall indemnify officers, directors and other persons participating in the activities of GMP.

ARTICLE IX – ELECTIONS

Section 9.1 - Eligibility

Only members who are qualified according to Section 5.7 and also in good standing and who have previously served on committees may be nominated for office in the Association (except the inaugural officers and committee chairpersons). Any candidate for the office of President must have served previously as a representative on the board in another capacity before becoming eligible for election as President (except the inaugural President).

Section 9.2 – Timeline

The Nominating Committee shall set the timeline for the nomination and election processes within the timeframes set forth below.

45-60 Days before the last Board meeting of the Fiscal Year

- Send or post notice of pending election and call for nominations.
- Set date for the close of nominations.

30-45 Days before the last Board meeting of the Fiscal Year

- Create online voting nomination form.
- PISD Director of Advanced Academics (or designee) to send call for nominations form to all GT families.
- Verify nominees interest in an Officer position.
- Finalize list of candidates and candidates biographies.
- Set date to close voting.
- Send ballots and voting instructions to members eligible to vote.
- Announce new Officers.

Section 9.3 - Nominating Committee

At a general membership meeting to be designated by the Executive Board a nominating committee consisting of five (5) persons shall be constituted. Two (2) shall be selected by the Executive Board and three (3) elected by its membership. The Nominating Committee shall select its own chairperson, shall secure consent to serve from prospective nominees, and shall present a written slate of nominees for the five (5) elected offices at the next following general membership meeting. Nominating committee participants are eligible to run for office and be placed on the officer slate.

Section 9.4 - Voting

Officers shall be elected annually in June. Officer nominations and voting may be conducted in-person, by mail (including electronic mail), or online; provided that a Simple Majority of the Executive Board is satisfied that the electronic mail and online options include functionality designed to prevent duplication and unauthorized voting. The Executive Board shall provide prior written notice (electronic mail shall be an acceptable

notification method) to all members eligible to vote of the procedures and timelines that will be used for the nomination and election of officers. The slate of officers shall be presented at the June meeting, at which time additional nominees may be nominated from the floor providing consent of the nominee has been obtained at that time. The candidates receiving a Simple Majority of the votes cast shall be declared elected.

Section 9.5 - Term

Officers shall be elected to serve for two (2) years, or until their successors are elected. The term for each Officer shall commence on July 1 and end June 30 of each year.

ARTICLE X - COMMITTEES

Section 10.1 - Designation

The standing committees shall be established, and their functions assigned by the elected officers. The elected officers shall also appoint the chairperson for each committee except Program, Membership and Communications. Each committee chairperson shall appoint committee members as necessary.

Section 10.2 - Review

All committee actions will be subject to review by the Executive Board. Each Committee must seek Board approval before exceeding budgeted expenses, and must have Board approval before signing any contracts that binds GMP.

Committee Chairs must maintain the Committee notebooks and electronic files, and submit annual reports. All records and annual reports must be added to the committee's designated Google Drive Shared File or otherwise specified by the Executive Board and submitted to the Board by the end of each school year.

Section 10.3 - Standing Committees

Committee Chairs

Each standing Committee shall have a chair that will be responsible for recruiting volunteers and form a committee to execute the goals listed below.

The standing committees of the GMP shall include, but not be limited to, the following:

Communications Committee

The Communications Committee must be chaired by the President. The Committee is responsible for creating and utilizing various forms of media to coordinate communication with members, GT Specialists, students, businesses, and the general public as follows:

- Maintains the brand standards and defines the voice and tone of the organization.
- Coordinates and oversees information sharing between GMP and PISD's Department of Advanced Academics, especially as it relates to GT Specialist & district wide communication needs.
- Reviews and monitors the effectiveness of external and internal communications.

- Manages calendar for GMP, as well as Advanced Academics Events that pertain to our members.
- Keeps current members updated on relevant events and information via fliers, social media, quarterly (or as determined by the Executive Board) member newsletters and other publications to promote events, education and connection.
- Informs the GMP community of online and in person engagement opportunities, such as webinars, panels or meetups.
- Manages and promotes community discussion groups.

Programs Committee

The Programs Committee must be chaired by the 1st Vice-President. The Committee is responsible for evaluating existing programs and overseeing program expansion or development with the purpose to further GMP Goals consistent with GMP's budget plans. Program planning is split into two teams as follows:

- Parent Focused: Fall & Spring Symposium and Lunch and Learn events (decides on topics and secures speakers and participants), Parent Socials (such as coffee chats, meet & greets prior to symposiums and Member Meetings, etc.), College Prep Spotlights.
- Student Focused: grade-level specific activities, student clubs & interest groups, chess tournaments, enrichment opportunities, Career Spotlights, financial literacy series, post-graduate readiness & planning.

Membership Committee

The Membership Committee must be chaired by the 2nd Vice-President. The goals of this committee are to prepare and manage events that advance membership growth, retention and benefits as follows:

- Manages and evaluates current membership model, including requirements, levels, benefits and pricing. Reviews model at least annually and recommends changes to the Board.
- Identifies member priorities.
- Promotes member awareness of resources, services, and membership benefits based upon those priorities.
- Increases membership through recruitment events, as well as during annual membership drive and after Kindergarten identification, and membership appreciation events.
- Maintains and updates GMP membership database and roster(s).
- Welcomes new members, facilitates onboarding, and encourages participation in member social media pages and community discussion groups.
- Tracks and monitors member satisfaction, including by conducting an annual member survey and reporting its results to the board.

Fundraising Committee

The chairperson of this Committee will be appointed by the Executive Board. This Committee leads GMP's fundraising efforts as follows:

- Establishes a fundraising plan, which includes our annual Summer Camp Fair, as well as spirit nights, game nights and other smaller events throughout the year.
- Ensures the proper acknowledgement of donors and keeps donor solicitation expenses in line with profits.

Sponsorships Committee

The chairperson of this Committee will be appointed by the Executive Board. This Committee solicits and coordinates sponsors for GMP and its activities as follows:

- Connects with local businesses using a combination of email, phone, and in person visits to solicit sponsorships and partnerships.
- Explores new ideas and areas for sponsorship opportunities and business partnerships.
- Evaluates sponsor pricing levels to ensure they are correctly priced.
- Oversees sponsor benefits and ensures they are met.

Legislation Committee

The chairperson of this Committee will be appointed by the Executive Board. The goal of the Committee is to stay up-to-date on local, and state legislative action that would affect Gifted Learners as follows:

- Attends School Board Meetings and receives State Department of Education communications to be informed of current and proposed policies.
- Presents reviews to the Executive Board of such legislation.

Section 10.4. Special Committees

The Executive Board may create and appoint such special committees, as it deems necessary to promote the objectives and carry out the work of the Association.

Section 10.5. Standing and Special Committees Requirements

Each Committee is required to:

- Provide monthly updates to the executive director through the committee chair.
- Meet no fewer than 4 times per year, at the call of the chair of the committee.
- Maintain minutes of all meetings.
- Manages dedicated email inbox.
- Establish and maintain a processes and procedures documentation about committee roles and procedures, including how this committee collaborates with others.
- Work with the Treasurer to establish and manage the budget for each committee, as well as monitor and oversee expenses and deposits.
- Communicate and collaborate with other committees and GMP board members to accomplish Association goals.

Section 10.6 – Qualifications

In order to qualify to be a chairperson for any committee listed above must have at least one child who is currently admitted into the PISD 's Gifted and Talented Program. There will be NO EXCEPTIONS to this requirement.

Section 10.7 – Removal

Any chairperson can be removed from office if at least two-thirds (2/3) of the vote of the Executive Board or if at least two-thirds (2/3) majority of the membership vote for the removal of that officer.

ARTICLE XI - MEETINGS

Section 11.1 - General Meetings

General membership meetings of the GMP shall be held at places and times designated by the Executive Board, with appropriate notice given to the members.

Section 11.2 - Special Meetings

Special meetings may be called by the President, the Executive Board, or one-fourth (1/4) of the membership, providing five (5) days' notice has been given to the members.

Section 11.3 - Open Meetings

All meetings and programs will be open to the public, unless otherwise specified by the Executive Board; however, voting is limited to the paid membership in good standing.

ARTICLE XII – FISCAL YEAR

The fiscal year for GMP shall begin on July 1 and shall end on June 30.

ARTICLE XIII- AMENDMENTS

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws.

ARTICLE XIV - AFFILIATIONS

GMP may enter into affiliations with associations with common interests and purposes by recommendation of the Executive Board and by a Simple Majority of the general members voting.

ARTICLE XV - DISSOLUTION

Upon dissolution of GMP for any reason, a majority of the Executive Board then in office shall, after providing for the payment of all liabilities of the Association, dispose of all of the assets of GMP by distribution to a tax exempt corporation that conforms with the stated purpose of GMP in accordance with Section 2.1 of these bylaws and under the laws of the State of Texas and qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.