

WORLD COUNCIL FOR GIFTED AND TALENTED CHILDREN, INC.

BYLAWS

Revised November 2017 by WCGTC Executive Committee

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1. Name

This document is the Bylaws for the World Council for Gifted and Talented Children, Inc., referred to hereinafter as the “World Council,” a not-for-profit corporation incorporated under the laws of the state of Delaware, USA. The business and affairs of the World Council shall be governed by and construed in accordance with the laws of the state of Delaware, USA.

2. Definitions and Interpretations

- “Country” refers to all nations admitted to membership in the United Nations and any other political and geographical area recognized by the Executive Committee and approved by the Assembly of Delegates as a country.
- “Country of Residence” means any country designated by any member as being the country in which the member is a permanent resident.
- “Local” used in connection with “Local government.”
- “National” means a political and geographical area that comprises a single country.

In these Bylaws, words importing the singular number include the plural and vice-versa, words importing masculine gender include the feminine gender, and words importing persons including individuals, bodies corporate, partnerships, trusts, and unincorporated organizations.

3. Headquarters

The Headquarters of the World Council will be at such a location as the Executive Committee from time to time decides.

4. Purpose

The purpose of the World Council is to focus world attention on gifted and talented children and ensure the realization of their valuable potential to the benefit of humankind. To meet these goals, the World Council commits its resources to the following activities:

- Facilitating the worldwide communication of information, ideas, and experiences through a biennial conference;
- Creating an atmosphere of acceptance and recognition of gifted and talented children from any background in any country;
- Supporting and disseminating research into the nature of giftedness, talents, creativity, and the education of gifted and talented children and their teachers;
- Establishing opportunities for the worldwide exchange of personnel, teacher-training, and expertise;
- Supporting and enhancing national groups in recognizing and providing for the gifted and talented children in their country;

- Supporting international programs and activities for children and young people;
- Supporting and enhancing parent and family education regarding the development of the potential of all children.

In the service of this purpose, the World Council organizes conferences and symposia, publishes a newsletter and a journal; acts as a global clearinghouse for teachers, parents, other professionals, and governments; assists countries seeking to develop educational programs for gifted and talented children; and works to gain the cooperation of the media worldwide.

The World Council is nonsectarian and nonpartisan and shall not take any action nor carry on any activity that is not a furtherance of its stated purpose.

5. Membership

5.1. Eligibility for Membership

Membership in the World Council is open to individuals who support the purposes of the World Council from every part of the world, without discrimination in any form.

5.2. Categories of Membership

There shall be the following categories of membership:

- a) Regular Members – persons who pay an annual membership fee, as set by the Executive Committee. Regular members are eligible to vote and hold office within the World Council.
- b) Lifetime Members – persons who pay a one-time membership fee, as set by the Executive Committee. Lifetime members are eligible to vote and to hold office within the World Council.
- c) Honorary Members – eminent persons who are nominated and approved by the Executive Committee. Honorary members have no voting privileges and cannot hold office.
- d) Affiliated Members – affiliated organizations and federations that request membership in writing and pay a fee, as set by the Executive Committee. Affiliated members do not have a vote and cannot hold office. Affiliate members can register no more than two representatives at the member rate for each World Conference.
- e) Student Members – persons who are students, either graduate or undergraduate, pursuing an area of focus related to gifted education who pay an annual membership fee, as set by the Executive Committee. Student members are not eligible to vote

and cannot hold office. Confirmation from the graduate advisor is required to verify status as a full-time graduate student.

5.3. *Membership Fees*

The Executive Committee sets membership fees for all categories of membership.

5.4. *Admission of Members*

Each person upon paying the prescribed fee, shall become a member in good standing of the World Council and shall designate a country of residence with a physical mailing address for purposes of determining such members' rights to participate in the selection of delegates to serve in the Assembly of Delegates. A member's residency designation may change if he/she resides in a different country for 270 or more days during a 365 day period.

5.5. *Suspension or Termination of Membership*

A member will receive a reminder one month prior to membership expiration. If fees are not paid prior to the membership expiration date, membership will be immediately suspended. Any member so suspended may be reinstated by paying the membership dues.

An individual shall cease to be a member of the World Council upon death. An affiliate member shall cease to be a member of the World Council upon dissolution of the organization.

The Executive Committee, by special resolution at an Executive Committee meeting called for such purpose, may expel any member for any cause that is deemed not to be in the interests of the World Council.

5.6. *Rights of Membership*

A member shall be entitled to participate in the General Meeting of the Membership and in the selection of delegates to serve in the Assembly of Delegates.

6. *Meetings of Membership*

6.1. *Rights of Membership*

Biennial meetings of members of the World Council, for the presentation of such matters as the President and the Executive Committee may designate, shall be held at such place and time as the President and the

Executive Committee shall determine and be designated as the General Meeting of the Membership. These meetings shall normally be a part of the World Council's Biennial World Conference.

6.2. *Special Meetings*

Special Meetings of the members, for any purpose(s) prescribed in the notice of the meeting, may be called by the Executive Committee and shall be held at such place, date, and time as they shall determine.

6.3. *Notice of Meetings*

Written Notice of the place, date, and time of all meetings of the members shall be given not less than 30 days before the date of the meeting.

6.4. *Quorum*

At any meeting of the members, the presence of at least one member from each of one-third of the total number of countries having members in the World Council shall constitute a quorum. If a quorum shall fail to attend any meeting, the presiding officer of the meeting or the majority of the members present may adjourn the meeting to another place, date, and time.

6.5. *Presiding Officer*

The President shall call to order any meeting of the members and act as presiding officer of the meeting. In the absence of the President, the Vice-President or, in the absence of such person, another member of the Executive Committee shall preside. The World Council may also contract a person to act as the Presiding officer.

6.6. *Voting*

Voting may take place by a show of hands or by ballot. A recorded vote may be requested. The president will cast the deciding vote when necessary.

7. *Executive Committee*

7.1. *Powers*

The Executive Committee shall conduct the affairs of the World Council.

7.2. *Composition*

The Executive Committee shall consist of seven members, including the President, Vice-President, Secretary, Treasurer, and three members-at-large. The Executive Administrator shall attend all meetings of the Executive Committee and shall have voice but no voting privileges.

7.3. Eligibility

Each member of the Executive Committee shall:

- a) Be at least 18 years of age;
- b) Not hold a paid position with the organization and not enter into a contract for services with the organization;
- c) Be a member of the World Council in good standing;
- d) Have been a member of the World Council for a minimum of five years preceding the election;
- e) Be a recognized leader in gifted education in his/her country;
- f) Have attended a minimum of two World Council biennial conferences;
- g) Have served as a delegate.

No more than one member from any one country may serve as an elected member of the Executive Committee at any given time, unless the number of countries represented in the membership of the World Council is fewer than seven. In that case, at least one member from each country represented must be elected to the Executive Committee.

7.4. Terms of Office

Members of the Executive Committee shall be elected for a period of four years. With the exception of the President, the six other members of the Executive Committee shall be elected on a staggered basis every two years; that normally means three at one given time.

The term of all newly elected Executive Committee members begins with the seating of the Officers and Executive Committee members at the first Executive Committee meeting at the end of the Biennial World Conference. The term of office ends the last day of the Biennial World Conference.

The newly elected members may be invited to sit in on the meetings of the Executive Committee during the conference when it is appropriate, as observers only.

An Executive Committee member cannot serve more than three consecutive terms, with the exception of members who are elected President.

7.5. Nominations

Nominations of persons to serve as members of the Executive Committee shall be made by the membership through Headquarters, in accordance with the Nominations and Elections Policy. Nominations will be submitted by Headquarters to the Elections Committee.

7.6. Elections

The Executive Committee members, except the President, shall be elected for a four-year term by the membership by electronic ballot prior to the Biennial World Conference. Members of the Executive Committee shall be elected by a plurality vote from the slate of nominees.

7.7. Resignation or Removal from Office

A member of the Executive Committee shall cease to hold office if:

- a) The member submits a written resignation to the President;
- b) The member is absent from the country from which he/she was originally selected, for twelve months;
- c) The member is inactive in their Executive Committee role, without good reason for one month;
- d) The member ceases to be a member of the World Council;
- e) The member dies;
- f) At a special meeting of the Executive Committee, a resolution is passed by three-quarters of the Executive Committee members present, to remove an Executive Committee member from office for just cause.

Should a vacancy occur, the candidate having received the next highest number of votes in the previous Executive Committee election (provided that country is not already represented on the Executive Committee) may be appointed to succeed to the vacant position. The position shall only be filled if there is more than six months left in the term.

In the event the office of President is vacant, the Vice-President will be appointed as President. A member of the Executive Committee who does not already hold an office may be appointed to succeed the vacant Vice-President position.

7.8. General Meetings

Meetings of the Executive Committee shall be held at such place(s), on such dates and times as shall be established by the Executive Committee and the President.

7.9. *Special Meetings*

Special Meetings of the Executive Committee may be called by one-third of the members of the Executive Committee then in office, or by the President and shall be held at such place, date, and time as they or the President shall set.

7.10. *Voting*

Each member of the Executive Committee, including the President, has one vote.

7.11. *Quorum*

A quorum at any meeting of the Executive Committee shall be a simple majority of voting members.

7.12. *Procedures for Executive Committee Meetings*

Executive Committee meetings shall be conducted according to Robert's Rules of Order (latest edition). Electronic meetings shall be conducted in accordance with the World Council's Policies and Procedures. The Secretary or Executive Administrator shall keep minutes of all meetings, including electronic meetings.

7.13. *Remuneration*

Members of the Executive Committee shall not receive any compensation for the performance of their duties as members of the Executive Committee, including their services as members of committees of the World Council. Members of the Executive Committee shall, however, be reimbursed for registration fees, travel, accommodations, and special event tickets for attendance at the Biennial World Conference. Reimbursement may come from the World Council, the Local Conference Committee, or a special fund from a private gift.

7.14. *Code of Conduct of the Executive Committee*

Every member of the Executive Committee shall

- a) Exercise the powers of his/her office and fulfill the responsibilities to completion in good faith and in the best interests of the World Council;

- b) Exercise these responsibilities, at all times, with due diligence, care, and skill in a reasonable and prudent manner;
- c) Enhance publicly the mission, objectives, and operations of the World Council;
- d) Attend all Executive Committee meetings, except in the case of illness or death, and demonstrate due diligence and dedication in preparation for meetings, special events, and in all other activities on behalf of the World Council;
- e) Ensure that the financial affairs of the World Council are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- f) Respect, support, and conform to the World Council's Bylaws, Policies, and decisions of the Executive Committee, its officers, designated committees, and the Assembly of Delegates;
- g) Keep confidential all information that is learned about the World Council, especially matters specifically determined by the Executive Committee to be matters of confidence, including matters dealt with during electronic meetings of the Executive Committee;
- h) Conduct oneself in a spirit of collegiality and respect for collective decisions of the Executive Committee and subordinate personal interest to the best interests of the World Council;
- i) Avoid real, potential, and perceived conflicts of interest and immediately declare any personal conflict of interest;
- j) Immediately resign the position as member of the Executive Committee in the event that he/she or his/her colleagues on the Executive Committee, conclude that the Code of Conduct has been breached.
- k) Seek approval from the Executive Administrator before using the official World Council logo on any published or disseminated materials, including but not limited to brochures, flyers, digital presentations, articles, and books. Executive Committee members will refrain from using the logo without the permission of the Executive Administrator.
- l) Submit ideas for official World Council social media page posts to the Executive Administrator for approval and publication (which includes, but is not limited to Facebook, Twitter, LinkedIn, and YouTube).

7.15. Executive Committee Officers

The officers of the World Council shall consist of President, Vice-President, Secretary, and Treasurer.

7.16. *Selection of President*

The President is elected for a four-year term and shall be elected by a plurality of the votes of the delegates voting by electronic ballot prior to the Biennial Conference at the completion of the foregoing President's term of office.

The president must

- a) Be a member of the World Council for a minimum of five (5) consecutive years immediately prior to election,
- b) Be a member in good standing,
- c) Have served as a Delegate prior to being nominated,
- d) Be a current or former member of the Executive Committee.

7.17. *Selection of Vice-President, Secretary, and Treasurer*

The Executive Committee must meet within 24 hours after the Biennial World Conference to elect from among its members the Vice-President, the Secretary, and the Treasurer of the World Council for the next two years.

7.18. *Terms of Office*

The President shall serve for a nonrenewable term of four years. The Vice-President, Secretary, and Treasurer shall be elected for a two-year term that may be extended through re-election. All officers, except for those properly removed, shall hold office until their successors are elected and qualified.

Each person may hold only one office at any given time.

7.19. *Duties of the President*

The President shall

- a) Be the chief executive officer of the World Council and shall have the general supervision of its affairs;
- b) Preside at all meetings of the Executive Committee, the Delegates, and the General Membership;
- c) Sign or countersign all contracts and other instruments to which the World Council may be a party, which shall have been authorized by the Executive Committee;

- d) With the approval of the Executive Committee, vote, and otherwise act on behalf of the World Council, in person or by proxy;
- e) Report to the Executive Committee not less than quarterly, to the Assembly of Delegates not less than annually, and to the General Meeting of the Membership not less than biennially on the operations and affairs of the World Council;
- f) Perform all other duties as are necessary to the office and are properly required of the President by the Assembly of Delegates;
- g) Write a letter for each issue of the World Council newsletter.

7.20. *Duties of the Vice-President*

The Vice-President shall

- a) In the absence or disability of the President, perform the duties and exercise the powers of the President;
- b) Chair the Bylaws and Policies Committee;
- c) Perform such other duties as the President or the Assembly of Delegates shall prescribe.

7.21. *Duties of the Secretary*

The Secretary, in concert with the Executive Administrator, shall be the recording officer of the organization and shall keep the minutes and report all transactions of the Executive Committee, the Assembly of Delegates, and the General Meeting of the Membership.

7.22. *Duties of the Treasurer*

The Treasurer shall tender an annual financial report to the Executive Committee and to the Assembly of Delegates, and an audited biennial financial report at the General Meeting of the Membership.

7.23. *Removal of an Executive Officer*

The Executive Committee may remove any officer of the Executive Committee for the World Council at any time with just cause. The removal is subject to ratification by the Assembly of Delegates and takes effect on an interim basis immediately following such action by the Executive Committee. If there are six months or fewer in the term, the individual will not be replaced.

8. *Subcommittees*

The Executive Committee may appoint such subcommittees with such powers and duties as designated by the Bylaws, by Terms of Reference, or by resolution of the Executive Committee. The subcommittees of the World Council may include Elections, Awards and Scholarships, Finance, Bylaws and Policies, Research, Conference, and any others deemed necessary by the Executive Committee.

8.1. Subcommittee Composition

A member of the Executive Committee will chair all subcommittees of the World Council.

8.2. Subcommittee Authority

Except as designated by the Bylaws, by the terms of Reference, or by resolution of the Executive Committee, no subcommittee of the Executive Committee has any authority in its own right. Subcommittees are responsible to make recommendations to the Executive Committee, which has the final decision-making authority.

9. Assembly of Delegates

9.1. Composition

The Assembly of Delegates shall consist of three delegates and one alternate from each country of residence. The number of delegates from any one country shall not, however, exceed the number of members in the World Council who have designated such country as their country of residence.

9.2. Selection

Delegates must be members of the World Council in good standing. The members of the World Council who have designated a country of residence shall select from among the members from their country, three delegates to serve in the Assembly of Delegates or such lesser number of delegates as there are members from that country. Delegates must be current residents of their country, or away from their country on a temporary basis (less than thirteen months). Delegates, and where appropriate, Executive Committee members from each country shall determine the procedure to be followed in the selection of delegates, and delegates so selected shall be the delegates recognized for that country by the Executive Committee.

9.3. Term

Delegates shall serve for a term of two years or until their successors are selected. The term of all newly elected delegates begins at the upcoming Biennial Conference, which they are expected to attend.

9.4. *General Meetings*

General Meetings of the Assembly of Delegates for the transaction of such business as may properly come before the Assembly of Delegates shall be held at least once every two years during the Biennial World Conference.

9.5. *Notice of Meetings*

Notice of the meeting shall be made no fewer than 30 days prior to such meeting at such times and places as the Executive Committee shall designate.

9.6. *Special Meetings*

Special Meetings of the Assembly of Delegates, for any purpose(s) prescribed in the notice of the meeting, may be called by the Executive Committee with 30 days notice, except for meetings to be held within the announced dates and times of the Biennial World Conference wherein 12 hours shall suffice and shall be held at such place, date, and time as the Executive Committee shall set.

9.7. *Quorum*

At any meeting of the Assembly of Delegates, the presence of at least one delegate from one-third of the member countries shall constitute a quorum for all purposes.

9.8. *Presiding Officer*

The President of the World Council shall call to order any meeting of the Assembly of Delegates and act as presiding officer of the meeting. In the absence of the President, the Vice-President, Secretary, or Treasurer of the World Council shall call to order the meeting of the members and act as presiding officer of the meeting. The World Council may also contract with a person to act as Presiding Officer. The Secretary shall act as secretary of the meeting and take minutes. In the absence of the Secretary, the secretary of the meeting shall be such person as the presiding officer of the meeting appoints.

9.9. *Voting*

At any meeting of the Assembly of Delegates, every delegate has one vote. All voting, except where otherwise required by law, may be by a voice vote, provided, however, that upon demand by a delegate entitled to vote, a secret ballot vote shall be taken. Inspector(s) appointed by the presiding officer of the meeting shall count every vote taken by ballot. All matters shall be determined by a majority of votes cast.

9.10. *Executive Committee Participation*

Any member who is elected to the Executive Committee is not entitled to serve as a delegate and, if already holding that position, must be replaced by an alternate.

10. *Affiliated Organizations and Federations*

10.1. *Admission of Membership*

An affiliated organization or federation may be granted membership upon application approval by the Executive Committee and first payment of an annual fee to be determined by the Executive Committee. Any organization or federation seeking affiliate status will submit the application form for affiliation and a copy of that group's bylaws in English language to Headquarters of the World Council. Applications will then be reviewed by the Executive Committee and approved or disapproved. For applications, if an institution/association does not have Bylaws, a document/statement with purpose/goals/philosophy can be sent in with the application form. There is no limit to the number of affiliated organizations or federations that can be approved.

11. *Biennial Conference*

There shall be a biennial conference of the World Council at a time and location determined by the Executive Committee.

12. *Notices*

12.1. *Notices*

Whenever notice is required to be given, such requirement shall not be construed to mean personal notice. Such notice may be effectively given by e-mail. The time when such notice is dispatched shall be the time of the giving of the notice.

12.2. *Rules of Procedure*

All meetings of the World Council shall be conducted in accordance with Robert's Rules of Order (latest edition) and other procedures established by the Executive Committee.

12.3. *Electronic Signatures*

Electronic signatures of any officer or officers of the World Council may be validly used.

12.4. *Seal*

There shall be a seal for the World Council, which shall remain at the Headquarters. The Executive Administrator shall be in charge of the seal.

12.5. *Fiscal Year*

Unless otherwise determined by resolution of the Executive Committee, the financial year shall begin on the first day of January and end on the thirty-first day of December in each year.

12.6. *Executive of Documents*

All contracts of the World Council are to be signed by the President or his/her delegate.

12.7. *Signing Authority*

The Executive Administrator signs all checks on behalf of the World Council.

12.8. *Borrowing Powers*

The Executive Committee may authorize the borrowing of funds to meet the objectives and operations of the World Council.

12.9. *Investment Authority*

The funds of the World Council may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds, or other securities as the Executive Committee may deem appropriate.

12.10. *Records and Books*

The Executive Committee shall see that all necessary books and records of the World Council required by the Bylaws or by any applicable statute or law are regularly and properly kept.

12.11. *Audit of Accounts*

There must be an audit of the books, accounts, and records of the World Council at least once each year by a qualified auditor. The financial records shall be handed over to an auditor approved by the Executive Committee at the end of each fiscal year.

13. *Bylaws Amendments*

Amendments to the Bylaws may be proposed to the Executive Committee by

- a) An Executive Committee member, supported by five (5) World Council members from different countries,
- b) An Assembly Delegate, supported by five (5) World Council members from different countries, or
- c) A petition of ten (10) or more World Council members from different countries.

Following the proposal for an amendment, the issues shall be discussed at a regular or special meeting of the Executive Committee. The Executive Committee may decide to get further opinions and comments from the Delegates. The Executive Committee will submit the amendment to the membership for ratification.

The Executive Committee will conduct and supervise the vote on the amendments and report the results to the membership. This may be an electronic vote.

Amendments shall become effective as soon as the report of the vote of the membership is made official and notification to the membership is made.

14. *Dissolution of the World Council*

In the event the World Council for Gifted and Talented Children, Inc. is dissolved, the Executive Committee then in office shall continue until all affairs of the organization have been officially terminated. Any assets remaining after the payment of debts and obligations shall be disposed of in accordance with the Articles of Incorporation.