

NAGC Regulations: Current and Proposed Language

Article-by-article comparison of the February 2021 Regulations and the proposed 2026 revision

Scope. This table identifies substantive governance changes reflected in the proposed revision. Minor grammatical, formatting, and consistency edits are grouped with the relevant substantive change. “No corresponding provision” indicates language newly added in the proposed revision.

Article ¹	Current language	Proposed revision	Rationale
Article I – Name (1.1)	The name of the corporation is the National Association for Gifted Children, hereafter referred to as the Association. It is incorporated under the laws of the State of Ohio as a nonprofit corporation.	The name of the corporation is the National Association for Gifted Children, hereafter referred to as the Association. It is incorporated under the laws of the State of Ohio as a nonprofit corporation.	NO CHANGE
Article II – Location (2.1)	The location of the headquarters of the Association shall be determined by the Board of Directors, hereafter referred to as the “Board.”	The location of the headquarters of the Association shall be determined by the Board of Directors, hereafter referred to as the “Board.”	NO CHANGE
Article III – Purpose (3.1)	The purposes of the Association are educational, scientific, and charitable. The goals are as follows: A. Serve as a public advocate concerning the needs of the gifted. B. Promote research and development of the nature of the gifted at all ages, education levels, and diverse populations. C. Disseminate information to school personnel, parents, and public officials concerning the nature and education of the gifted. D. Encourage and assist the development of local and state organizations to support gifted education. The Association will accomplish its goals through research, meetings, study committees, and publications.	The purposes of the Association are educational, scientific, and charitable. The goals are as follows: A. Serve as a public advocate concerning the needs of the gifted. B. Promote research and development of the nature of the gifted at all ages, education levels, and diverse populations. C. Disseminate information to school personnel, parents, and public officials concerning the nature and education of the gifted. D. Encourage and assist the development of local and state organizations to support gifted education.	Last sentence removed as both too limited and duplicative of elements already present in goals.
Article III - Purpose (3.2)	No corresponding provision.	3.2 The Association may also exercise all the rights and powers and engage in all of the activities a	To ensure the Regulations reflect the authority provided to

¹ “Article” primarily refers to the specific numbers of the articles and sections in the proposed revisions. Where reference numbers differ, article and section numbers also appear within the “current language” and “proposed revision” columns for clarification.

Article ¹	Current language	Proposed revision	Rationale
		nonprofit corporation is allowed to do under Sec. 1702.12 of the Ohio Nonprofit Corporation Law.	nonprofit organizations under Ohio law.
Article IV - Membership authority (4.1)	NAGC shall offer the following classes of membership: Regular Member; Life Member; Institutional Member (non-voting); Student Member (non-voting); and Parent Member (partial voting rights). REGULAR MEMBERSHIP in the Association shall be open to any individual desiring to foster the purposes of this Association. Regular Members can vote and hold office. LIFE MEMBERS are Regular Members who pay a one-time membership fee, who can vote and hold office. INSTITUTIONAL MEMBERSHIP is held by a school, library, state affiliate or other similar organization. It does not include the right to vote or hold office. STUDENT MEMBERS are graduate or undergraduate students who pay a reduced fee and have no voting privileges, nor can they hold office. PARENT MEMBERSHIP shall be open to any individual interested in receiving information targeted to gifted children, their parents, and grandparents. Parent members pay a reduced fee and cannot hold office. Parent members have voting privileges only for the parent representative on the Board of Directors.	The Association will have three primary classes of members: Regular Membership shall be open to any individual desiring to support the mission and foster the purposes of the Association. Regular members have full membership privileges, including the right to vote and hold office. Associate Membership is available to individuals, such as students and parents, who are interested in the Association’s mission but do not wish to pursue Regular Membership. Associate Members may serve on volunteer task forces and committees and receive other benefits, but they may not vote or hold office unless otherwise determined by policy. Student Membership is for graduate or undergraduate students who pay a reduced fee and have limited voting privileges, but they may not hold office. Parent Membership shall be open to anyone interested in receiving information targeted to the parents and guardians of gifted children. Parent members pay a reduced fee and are not eligible to hold office. Parent members have limited voting privileges, including voting for the parent representative on the Board of Directors. Institutional Membership is held by a school, library, state affiliate, or other similar organization. It does not include the right to vote or hold office. The Board of Directors sets dues and criteria for each class of membership. Additional membership criteria and guidelines are outlined in policy. The Board may	Clarifies distinctions among membership types and aligns governance participation with engagement level and role within the Association. Additional language at the end of the section provides operational flexibility for evolving membership structures without requiring frequent amendments to the Regulations.

Article ¹	Current language	Proposed revision	Rationale
		also create, dissolve, or modify classes of membership.	
Article IV - Eligibility (4.2)	Any individual or organization desiring to foster the purposes of this Association shall be eligible for membership regardless of race, religion, cultural background, ethnicity, nationality, disability, gender, age, marital and family status, socio-economic status, or sexual orientation or gender identity.	Any individual or organization desiring to foster the purposes of this Association shall be eligible for membership regardless of race, religion, cultural background, ethnicity, nationality, disability, gender, age, marital and family status, military or veteran status, socio-economic status, native language, sexual orientation, or gender identity.	Reinforces inclusive access to membership and broadens the eligibility language to include military or veteran status and native language.
Article IV - Membership termination (4.3)	4.5 Failure to pay dues within three months after they are due makes a member inactive and will suspend the privilege of voting, holding office, and receiving publications. A membership that has become inactive or has lapsed may be reinstated by payment of dues for the current year.	4.3 Membership shall terminate upon: (i) Resignation of the member, (ii) Non-payment of dues within 30 days after the membership expiration date, or (iii) For cause, subject to a determination by the Board of Directors. Cause for such termination shall be a violation of any Regulation, Policy, or practice duly adopted by the Association, or any other conduct of the member which the Board of Directors believes is prejudicial to the interests of the Association. For termination under (iii), for cause, written notice shall be sent to the member charged with such violations, specifying the reasons for the proposed termination. In accordance with the policies and procedures adopted by the Board, the member shall be given an opportunity to respond and provide information on their behalf to the Board prior to its decision. Termination shall be by at least nine of the voting members of the Board of Directors, at a duly held meeting of the Board of Directors at which a quorum is present.	Creates a formal membership termination process while ensuring notice, an opportunity to respond, and Board review.
Article IV – SECTIONS REMOVED	4.3 Membership in the Association shall become active upon filing an application and payment of initial dues. 4.4 Dues are payable to the Association. Fees for student, parent, institutional, and lifetime	REMOVED	Original sections 4.3, 4.4, and 4.6 are removed in the proposed revisions, with the content incorporated into the added section of 4.1, the revised 4.3, and policy.

Article ¹	Current language	Proposed revision	Rationale
	membership categories will be set as a percentage or multiple of the regular membership fee. 4.6 Dues for each class of membership are set by the Board.		
Article V - Officers (5.1)	The elected officers of the Association and the Board of Directors shall be the President, President-Elect, Treasurer, and Governance Secretary. A candidate for office must be a member eligible to vote who meets the criteria for the office established by the Board of Directors and has served at least one term on the Board of Directors within the past 10 years.	The elected officers of the Association and the Board of Directors shall be the President, President-Elect, Treasurer, and Governance Secretary. A candidate for office must be a member eligible to vote who meets the criteria for the office established by the Board of Directors and has served at least one complete three-year term as a duly elected member of the Board of Directors within the past ten years.	Clarifies the prior Board service requirement.
Article V - Terms (5.2)	Officers are limited to one two-year term per office. An officer who steps in to cover a vacancy will be eligible for an extended or additional term.	Officers are limited to one two-year term per office. An officer who steps in to cover a vacancy will be eligible for an extended or additional term.	NO CHANGE
Article V - President (5.3)	It shall be the duty of the President to preside at all meetings of the Association, to act as Chair of the Board, and to exercise general leadership and supervision over the affairs of the Association. The President also appoints committees and task forces of the organization in consultation with appropriate stakeholders and organization committees and with approval from the Board.	It shall be the duty of the President to preside at all meetings of the Association, to act as Chair of the Board, and to exercise general leadership and supervision over the affairs of the Association. The President also appoints committees, task forces, and other working groups of the organization in consultation with the Board, staff, and other stakeholders in accordance with the guidelines and protocols outlined in policy.	Clarifies the President's appointment authority and moves operational protocols into policy.
Article V - Past President (5.4)	After a two-year term, the President shall automatically become the Past President. The Past President will serve a two-year term as an ex-officio member of the Board and chair the Elections Committee. Past presidents may not run for the Board again at the conclusion of their term of office.	After a two-year term, the President shall automatically become the Past President. The Past President will serve a two-year term as an ex-officio member of the Board, chair the Elections Committee, and fulfill such duties as are assigned by the Board. Past presidents may not run for the Board again at the conclusion of their term of office.	Clarifies expectations with addition of "fulfill such duties as are assigned by the Board."
Article V - President-Elect (5.5)	The President-Elect shall serve as Chairperson of the Annual Convention and the Program Committee and shall fulfill such other duties as are assigned by the Board. The President-Elect shall automatically succeed to the office of the President upon expiration	The President-Elect shall serve as Chairperson of the Annual Convention and the Convention Committee, and shall fulfill such other duties as are assigned by the Board. The President-Elect shall automatically succeed to the office of the President upon expiration	Minor change to language of convention-related responsibilities to reflect current governance structures.

Article ¹	Current language	Proposed revision	Rationale
	of the President’s term of office. The President-Elect shall assume and perform the duties of the President in the event of the absence or incapacity of the President. Should the office of the President become vacant, the President Elect shall become the President immediately and shall serve both the unexpired portion of the previous President's term and the elected term.	of the President’s term of office. The President-Elect shall assume and perform the duties of the President in the event of the absence or incapacity of the President. Should the office of the President become vacant, the President-Elect shall become the President immediately and shall serve both the unexpired portion of the previous President's term and the elected term.	
Article V - Treasurer (5.6)	The Treasurer will serve as the Chair of the Finance Committee and shall fulfill such duties as are assigned by the Board.	The Treasurer will serve as the Chair of the Finance and Audit Committee and shall fulfill such duties as assigned by the Board and outlined in policy.	Aligns officer roles with key governance functions while placing detailed responsibilities in policy.
Article V - Governance Secretary (5.7)	The Governance Secretary will serve as Chair of the Governance Committee and shall lead the Governance Committee to monitor the governance function and identify potential policy issues and shall report to the Board on an annual basis any suggested changes to the regulations, policies, and procedures of the organization that may be appropriate and in the best interests of the organization.	The Governance Secretary will serve as Chair of the Governance Committee and shall fulfill such duties as are assigned by the Board and outlined in policy.	Aligns officer roles with key governance functions while placing detailed responsibilities in policy; brings 5.7 into alignment with 5.6.
Article V - Officer removal (5.8)	Any officer may be removed for cause only. By petition of a majority of the members of the Board of Directors, the Board may consider removing any officer. Upon receipt of such a petition, the President (or President-Elect, if it is the President who is charged) shall convene the Board to conduct a hearing on the matter. The officer who is charged may also make a defense statement to the assembled Board and/or be represented by counsel at his/her own expense. At least two-thirds of the Board members must be present at the hearing. The Board will render its decision in writing at the close of the special meeting, unless the Board determines by a vote of those present that further investigation is necessary. The Board need only state a general reason for removal in its written decision, which should remain confidential. Only those members who are present for the hearing	Any officer may be removed for cause only. By petition of a majority of the members of the Board of Directors, the Board may consider removing any officer. Upon receipt of such a petition, the President (or Past-President, if it is the President whose behavior is in question) shall convene the Board to conduct a hearing on the matter. The officer whose behavior is in question may also make a defense statement to the assembled Board and/or be represented by counsel at their own expense. The voting rights and privileges of that officer are suspended until the conclusion of the special meeting. At least two-thirds of the voting Board members must be present at the hearing. Only those members who are present for the hearing will be eligible to vote. The vote for removal must be approved by a minimum of eight voting members of the Board and at least two-thirds of those present in	Strengthens accountability while providing clearer due process, voting thresholds, confidentiality, and a decision timeline.

Article ¹	Current language	Proposed revision	Rationale
	will be eligible to vote. The vote for removal must be approved by two-thirds of the members of the Board who are present at the special meeting.	the special meeting. The Board will render its decision in writing at the close of the special meeting, unless the Board determines by a vote of those present that further investigation is necessary. Any additional investigation and subsequent decision must be made within thirty days. The Board need only state a general reason for removal in its written decision, which should remain confidential.	
Article V - Officer vacancies (5.9)	In the event of vacancy in the Office of President, the President-Elect shall become the President and serve the unexpired portion of the President's term. In the event of vacancy of the other elected offices, the Board of Directors may select a Board member to serve out the unexpired portion of the term.	In the event of a vacancy in the Office of President, the President-Elect shall become the President and serve the unexpired portion of the President's term. In the event of vacancy of Governance Secretary, Treasurer, or President-Elect position, the Board of Directors may appoint a Board member to serve out the unexpired portion of the term, hold a special election, or leave the position vacant. If there is a vacancy for Past President, a former Past President may be appointed by the Board to serve the unexpired portion of the Past President's term.	Improves continuity and provides flexible mechanisms for leadership transitions.
Article VI - Board authority (6.1)	The Board is entrusted with overall management of the Association and shall govern the affairs of the Association in accordance with any applicable law, the articles of incorporation, Regulations and official policies and procedures. The Board of Directors shall establish the strategic direction of the organization, set policy, and exercise general supervision over the property, budget, and affairs of the Association.	The Board is entrusted with overall stewardship of the Association and shall govern the affairs of the Association in accordance with any applicable law, the articles of incorporation, Regulations, and official policies and procedures. The Board of Directors shall establish the strategic direction of the organization, set policy, and exercise general supervision over the property, budget, and affairs of the Association.	Uses governance language that better reflects the Board's oversight role.
Article VI - Board composition (6.2)	The Board shall consist of 14 voting members: four elected officers of the Association, four elected representatives (school/district representative, parent representative, network representative, and state representative), six (6) elected at-large members, the Past President (who shall serve as an ex-officio member of the Board of Directors, without voting privileges), and up to two additional nonvoting members appointed by the governing Board in accordance with paragraph 6.6 below. The Executive	The Board shall consist of 14 voting members: • Four elected officers of the Association, • Four elected representatives (school/district representative, parent representative, network representative, and state representative), • Six (6) elected at-large members. The Board also includes up to four non-voting members:	Improves transparency regarding voting authority and preserves flexibility to incorporate additional expertise. The language referring to a tied vote is removed and addressed in Article XI.

Article ¹	Current language	Proposed revision	Rationale
	Director shall also serve without vote as an ex-officio member of the Board of Directors. Board member responsibilities will be delineated in a written position description. In the event of a tie vote for directors, the Board may temporarily have 15 voting members.	• The Past President (who shall serve as an ex-officio member of the Board of Directors, without voting privileges) • Up to two additional non-voting members appointed by the governing Board in accordance with paragraph 6.6 below. • The Executive Director (who shall also serve as a non-voting ex-officio member of the Board of Directors) Board member duties and responsibilities will be delineated in policy.	
Article VI - Term (6.3)	Officers of the Association and the Board of Directors will serve two-year terms. Members of the Board of Directors will serve three-year terms. A non-officer Director who has served two terms on the Board of Directors may run again for the Board after a period of at least four years off the Board. Individuals are limited to three non-officer terms on the Board.	Officers of the Association and the Board of Directors will serve two-year terms. Members of the Board of Directors will serve three-year terms. A non-officer Director who has served two terms on the Board of Directors may run again for the Board after a period of at least four years off the Board. Individuals are limited to three non-officer terms on the Board.	NO CHANGE
Article VI – Elected members (6.4)	The President-Elect will be elected in odd-numbered years. The Treasurer and Governance Secretary will be elected in even-numbered years. Two At-large Board members will be elected each year to maintain a total of six At-large Members of the Board. Terms of office shall commence the first day of September following the election.	The President-Elect will be elected in odd-numbered years. The Treasurer and Governance Secretary will be elected in even-numbered years. Two At-Large Board members will be elected each year to maintain a total of six At-Large Members of the Board. Terms of office shall commence on the first day of September following the election.	Minor editing change (added “on” in final sentence); no change to substance
Article VI - Qualifications (6.5)	With input from appropriate organization committees and stakeholders, the Board shall develop general qualifications for Board members that reflect the skills and experience necessary to execute the requirements of the position. These general qualifications shall be included in the Policy Manual. The Board may also delineate additional, special qualifications for some members of the Board which reflect the needs of the Association such as appointed members with special expertise in issues confronting the Board or a person to represent a	With input from appropriate organization committees and stakeholders, the Board shall develop general qualifications for Board members that reflect the skills and experience necessary to execute the requirements of the position. These general qualifications shall be included in policy. The Board may also delineate additional, special qualifications for some members of the Board, which reflect the needs of the Association, such as appointed members with special expertise in issues confronting the Board or a person to represent a specific	Minor language change to a general “in policy” versus “in the Policy Manual.”

Article ¹	Current language	Proposed revision	Rationale
	specific stakeholder group with special needs in the Association.	stakeholder group with special needs in the Association.	
Article VI - Appointed members (6.6)	Appointed members shall serve staggered two-year terms and shall serve in an ex-officio capacity (without voting privileges). After the election results are known each year, one appointed member may be recommended by the Elections Committee with input from appropriate organization committees. Appointed member recommendations shall be designed to ensure that the Board of Directors includes diverse stakeholders, expertise appropriate to the strategic emphasis of the organization, and new leaders. Appointed member recommendations shall be in conformance with qualifications determined by the Board and approved by the Board. Appointed members will take office on the first day of September or as soon thereafter as a qualified candidate is approved by the Board.	Appointed member recommendations shall be designed to ensure that the Board of Directors includes diverse stakeholders, expertise appropriate to the strategic emphasis of the organization, and new leaders. Appointed member recommendations shall be in conformance with qualifications determined by the Board and approved by the Board. In accordance with policy, appointed members shall serve staggered two-year terms and shall serve in an ex-officio capacity (without voting privileges).	Allows adaptive competency standards and a formal structure for appointed non-voting members.
Article VI - Vacancies (6.7)	6.11 In case of a vacancy in any director position other than those for which specific provisions have been stated, the Board may appoint an interim director to serve until the next general or special election.	6.7 In case of a vacancy in any director position other than those for which specific provisions have been stated, the Board may appoint an interim director who fulfills the eligibility requirements to serve until the next general or special election.	Ensures continuity while confirming that interim directors must meet eligibility requirements. Section number was changed to allow Vacancies to be addressed in proximity to the other sections addressing Board membership.
Article VI - Meetings (6.8)	6.7 The Board of Directors will hold three regular meetings per year. A quorum must be present to conduct a meeting. Directors may participate in a meeting of the Board of Directors by means of authorized communication equipment. Such participation shall constitute presence at the meeting. In addition to the regular meetings of the Board, special meetings of the Board may be called by the President, President-Elect, or any two directors. Absent an emergency, each director shall receive	6.8 The Board of Directors will hold a minimum of four regular meetings per year. A quorum must be present to conduct a meeting. Directors may participate in a meeting of the Board of Directors by means of authorized communication equipment. Such participation shall constitute presence at the meeting. In addition to the regular meetings of the Board, special meetings of the Board may be called by the President, President-Elect, or any two directors. Absent an emergency, each director shall receive	Modernizes Board operations and increases the minimum meeting frequency to reflect current practice.

Article ¹	Current language	Proposed revision	Rationale
	notice of a meeting seven business days prior to the meeting by personal delivery, email, or fax. That notice need not specify the purposes of the meeting.	notice of a meeting seven business days prior to the meeting. That notice need not specify the purposes of the meeting.	
Article VI - Quorum (6.9)	A quorum shall consist of two-thirds of the number of voting directors then holding office.	A quorum shall consist of two-thirds of the number of voting directors then holding office.	NO CHANGE
Article VI – Authorized communications (6.10)	Authorized communications equipment for purposes of the Regulations shall mean communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.	Authorized communications equipment for purposes of the Regulations shall mean communications equipment that provides a transmission, including, but not limited to, by telephone or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved. With respect to meetings, communications equipment must allow all persons participating in the meeting to contemporaneously communicate with each other.	Updates forms of communication to be more current; editing adjustments to increase clarity.
Article VI - Voting (6.11)	6.8 Voting may be accomplished by any means authorized by the Board at any properly called meeting in which a quorum is present. Each Board member has one vote. The number of votes needed to decide an issue will be the affirmative vote of the majority of members present at a meeting with a quorum present. No Board member can assign his/her vote to another through a proxy.	6.11 Voting may be accomplished by the Board at any properly called meeting in which a quorum is present virtually or in-person. Each voting Board member has one vote. The number of votes needed to decide an issue will be the affirmative vote of the majority of members present at a meeting with a quorum present. No Board member can assign their vote to another through a proxy.	Formalizes remote participation and clarifies voting procedures for virtual and in-person meetings.
Article VI - Action without meeting (6.12)	Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.	Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.	Clarifies that unanimous written consent is required from voting members.
Article VII – TITLE	Assembly, Annual Business Meeting	Annual and Special Meetings	Proposed revision of the title of Article VII to reflect current practice and language in use.
Article VII – Annual meeting (7.1)	An annual business meeting of the members shall be held over the dates of the Annual Convention, for the	An annual business meeting of the members shall be held over the dates of the Annual Convention, for the	NO CHANGE

Article ¹	Current language	Proposed revision	Rationale
	transaction of such business that may come before the meeting, including an annual report of financial, membership, and professional objectives. The election of directors shall not be held on the day designated for the annual meeting; such elections shall be held annually in conformance with these regulations through authorized communication methods.	transaction of such business that may come before the meeting, including an annual report of financial, membership, and professional objectives. The election of directors shall not be held on the day designated for the annual meeting; such elections shall be held annually in accordance with these regulations through authorized communication methods.	
Article VII - Special meetings (7.2)	Special meetings of the members may be called by the President, the Board of Directors, or not less than 40 percent of the members having voting rights.	Special meetings of the members may be called by the President, the Board of Directors, or not less than 40 percent of the members with voting rights.	NO CHANGE
Article VII - Place of meeting (7.3)	The Assembly shall meet annually at the Convention unless otherwise determined by the Board. The Board of Directors may designate any place, either within or outside of the state of Ohio, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting were otherwise called, the place of meeting shall be the national headquarters of the Association.	Any Special Meeting shall be held at the Convention unless otherwise determined by the Board. The Board of Directors may designate any place, either within or outside of the state of Ohio, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.	Enhances logistical flexibility and brings language into alignment with current practice.
Article VII - Notice of meetings (7.4)	Notice stating the place, day, and hour of any meeting of members shall be delivered by authorized communication methods to each member entitled to vote at such meeting, not less than 30 nor more than 120 days before the date of such meeting, by or at the direction of the President, the Governance Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these Regulations, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.	Notice stating the place, day, and hour of any meeting of members shall be delivered by authorized communication methods to each member entitled to vote at such meeting, not less than 30 nor more than 120 days before the date of such meeting, by or at the direction of the President, the Governance Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these Regulations, the purposes for which the meeting is called shall be stated in the notice.	Enhances logistical flexibility and updates notice language for modern communication practices.
Article VII - Quorum (7.5)	7.6 A quorum shall consist of 100 members of the Assembly. If a quorum is not present at any meeting of	7.5 A quorum shall consist of a minimum of 100 voting members. If a quorum is not present at any meeting of	Brings language into alignment with current practice in the

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	members, a majority of the members present may adjourn the meeting without further notice.	members, a majority of the members present may adjourn the meeting without further notice.	Association; no change to quorum substantive definition.
Article VII - Voting (7.6)	7.7 The Assembly shall have the power to call for a ballot of the entire membership, through authorized communication equipment as a way of deciding on any business of the association, and such vote shall be binding if a majority of those voting, and not less than 25 percent of the total NAGC membership, support the motion.	7.6 A Special Meeting of members shall have the power to call for a ballot of the entire membership, through authorized communication equipment, as a way of deciding on any business of the association, and such vote shall be binding if a majority of those voting, and not less than 25 percent of the total NAGC membership, support the motion.	Brings language into alignment with current practice in the Association while preserving existing voting standards.
Article VII - Member action (7.7)	7.5 Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least 65 percent of the members entitled to vote.	7.7 Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting out the action so taken, is signed by at least 65 percent of the members entitled to vote. Any action that may be taken at a meeting of members may also be taken without a meeting if a consent in writing, setting out the action so taken, is signed by at least 65 percent of the members entitled to vote.	Clarifies participation thresholds and member action procedures while preserving existing voting standards.
Article VIII - Board Committees (8.1)	8.1 Committees. There shall be two types of committees as provided for in this Article: (a) Board Committees, which report to the Board of Directors and support the strategic, fiduciary, and governance functions of the Board; and (b) Organization Committees, which report to the National Office and support the National Office in implementing the strategic directions set by the Board. 8.3 Board Committees. Committees of the Board have the power to act for the Board and these acts are binding on the Board. Accordingly, committees of the Board must consist of Board members only, with the exception of the Elections Committee, which requires broader involvement. Board committees may rely upon and consult with non-Board members in a non-voting capacity.	8.1 Board Committees. Board Committees support the strategic, fiduciary, and governance functions of the Board. Committees of the Board have the authority to act on behalf of the Board, and these acts are binding on the Board. Accordingly, committees of the Board must consist of Board members only, with the exception of the Elections Committee, which requires broader involvement. Board committees may rely upon and consult with non-Board members in a non-voting capacity. The specific duties and responsibilities of each committee shall be outlined in policy, and each committee shall be supported by staff.	Strengthens the governance hierarchy, clarifies delegated authority, and moves operational detail into policy. Original section 8.1, which delineated two types of committees, was removed as unnecessary. Section 8.3 Board Committees (with subsections) was moved to be section 8.1.

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Article VIII - Governance Committee (8.1.1)	8.3.1 The Governance Committee will consist of the Governance Secretary, as chair, and at least two other members of the Board of Directors. The Governance Committee will monitor the governance function and document potential organizational issues, and shall report to the Board on an annual basis any suggested changes to the Regulations, policies and procedures of the organization that may be appropriate and in the best interests of the organization.	8.1.1 The Governance Committee will consist of the Governance Secretary, who will serve as chair, and at least two other members of the Board of Directors. The Governance Committee will monitor the governance function, document potential organizational issues, and report to the Board on an annual basis any suggested changes to the Regulations, policies, and procedures of the organization that may be appropriate and in the best interests of the organization.	Minor editing/grammatical changes only.
Article VIII - Finance and Audit Committee (8.1.2)	8.3.2 The Finance and Audit Committee will consist of the Treasurer, as chair, and at least two members of the Board. The Finance Committee shall prepare the annual budget to be submitted to the Board.	8.1.2 The Finance and Audit Committee will consist of the Treasurer, who will serve as chair, and at least two members of the Board. The finance committee is responsible for monitoring the organization's overall financial health. Its core duties include overseeing budgeting and financial planning, safeguarding the organization's assets, reviewing its insurance coverage, reviewing and proposing internal controls and fiscal policies, anticipating financial problems, and ensuring that the board receives accurate and timely financial reports. The Finance Committee shall review the annual budget and submit it to the Board for approval.	Strengthens fiduciary oversight and Board financial accountability; reflects committee responsibilities more comprehensively.
Article VIII - Elections Committee (8.1.3)	8.3.3 The Elections Committee will consist of the Past President, as chair (without voting privileges), and at least three voting members of the Board, as well as four to six designated positions representing various stakeholder groups, including an additional Past President. With input from appropriate stakeholders and organization committees, the Elections Committee recommends a slate to the Board of potential new Board members for election by the membership.	8.1.3 The Elections Committee will consist of the Past President, who will serve as chair (without voting privileges), and at least three voting members of the Board, as well as four to six designated positions representing various stakeholder groups, including an additional Past President. With input from appropriate stakeholders and organization committees, the Elections Committee recommends a slate of candidates to the Board for approval.	Clarifies slate development and Board approval while supporting stakeholder involvement.
Article VIII - Organization Committees (8.2)	8.4 Organization Committees. Organization committees may be approved and designated by the Board pursuant to the recommendations of the Executive Director. Except as otherwise provided in	8.2 Organization committees may be approved and designated by the Board pursuant to guidelines as outlined in policy. Except as otherwise provided in the resolution, members of each such committee shall be	Moves operational governance details into policy.

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	the resolution, members of each such committee shall be members of the Association. 8.4.1 As per section 5.3, the President shall recommend committee appointments with input from appropriate stakeholders and/or organization committees and the approval of the Board. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal. 8.4.2 Except as otherwise provided in official policies, each member of a committee shall continue as a member until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee. 8.4.3 Acts of Organization Committees must be submitted as proposals and recommendations to the Board for review unless the committee is acting to implement a prior vote of the Board pursuant to a specific written directive of the Board.	members of the Association. Committee member roles, duties, responsibilities, and terms of service shall be set forth in policy. As per section 5.3, the President shall recommend Organization Committee chair appointments to the Board with input from staff and other appropriate stakeholders. The protocol for the appointment and removal of organization committee members shall be defined in policy.	
Article VIII - Task forces and other groups (8.3)	8.2 Task Forces. In addition to committees, the Board of Directors may authorize task forces to accomplish specific, time-limited objectives. Purpose, objectives, time-frame, budget, and reporting shall be determined when the task force is created.	8.3 Task Forces and Other Groups. In addition to committees, the Board of Directors may authorize task forces, ad hoc committees, and other short-term working groups to accomplish specific, time-limited objectives. Guidelines and protocols for the formation and function of these groups shall be outlined in policy.	Moves operational governance details into policy and enables agile use of time-limited working groups.
Article IX - Networks	The Association will include Networks authorized by the Board of Directors. Networks are created to provide for association of individuals within NAGC who share common interests within the field of gifted education defined by either professional role or personal interest. All groups that operated as “Divisions” within NAGC during 2006-2007 will be	The Association will include Networks authorized by the Board of Directors. Networks are created to provide connection and engagement to individuals within NAGC who share common interests within the field of gifted education defined by either professional role or personal interest.	Clarifies Network purposes within the Association. Removes language that refers to structures not in place for nearly two decades.

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	designated as the initial Networks of the Association and will maintain their current names.		
Article IX – Network role and organization (9.1)	Each Network shall support the mission and purposes of the Association and support the Association’s purposes, strategic plan and programs through its activities. Organization of Networks shall conform to the procedures specified in the Policy Manual.	Each Network shall support the Association’s mission, purposes, strategic plan, and programs through its activities. Organization of Networks shall conform to the procedures specified in policy.	Streamlines language to clarify Network role within the association.
Article IX – Network review (9.2)	All Network members shall be members of the Association.	All Network members shall be members of the Association.	NO CHANGE
Article IX – SECTION REMOVAL	9.3 Dues may be assessed for Network membership. Such dues shall be established by the Board of Directors in the normal budget process, based on services delivered as specified in the Policy Manual.	REMOVED	Dues are not currently charged for Network membership. Dues management overall is moved into policy as noted in Article IV.
Article IX – Network review (9.3)	9.4 The success of Networks shall be assessed periodically by the Board of Directors as defined by the Policy Manual.	9.3 Networks shall be periodically reviewed by the Board of Directors as defined in policy.	Clarifies Board review role and emphasizes operational details in policy.
Article IX – Network representative (9.4)	(language unassigned to a section number) To ensure fulfillment of the mission and purposes of the Association and the success of Networks, the Network Representative on the Board of Directors will serve as liaison between Networks, Board of Directors, and NAGC National Office staff.	9.4 The Network Representative on the Board of Directors will serve as liaison between Networks, Board of Directors, and NAGC National Office staff.	Moves the language into a section number; streamlines to simplify just to articulating role.
Article X - Special Interest Groups (10.1)	The Association will include Special Interest Groups (SIGs) authorized by the Board of Directors. SIGs are created to address special issues and concerns related to gifted and talented education such as information about identification, support services and/or research related to gifted children. Procedures for formation and revocation of SIGs shall be as specified in the Policy Manual.	The Association will include Special Interest Groups (SIGs) authorized by the Board of Directors. SIGs are created to address special issues and concerns related to gifted and talented education. Procedures for the formation and revocation of SIGs shall be as specified in policy.	Streamlines language to broaden potential SIG focus; minor editing to more general “in policy” over “in the Policy Manual.”
Article X - Special Interest Group role and organization (10.2)	Each SIG shall support the mission and purposes of the Association and support the Association’s purposes, strategic plan and programs through its activities. Organization of SIGS shall conform to the procedures specified in the Policy Manual.	Each SIG shall support the Association’s mission, purposes, strategic plan, and programs through its activities. Organization of SIGs shall conform to the procedures specified in policy.	Streamlines language to clarify SIG role within the association.

Article ¹	Current language	Proposed revision	Rationale
Article X - Special Interest Group membership (10.3)	10.3 All SIG members shall be members of the Association.	10.3 All SIG members shall be members of the Association.	NO CHANGE
Article X – SECTION REMOVAL	10.4 Dues may be assessed for SIG membership. Such dues shall be established by the Board of Directors in the normal budget process, based on services delivered as specified in the Policy Manual.	REMOVED	Dues are not currently charged for SIG membership. Dues management overall is moved into policy as noted in Article IV.
Article X - Special Interest Group review (10.4)	10.5 The success of SIGs shall be assessed periodically by the Board of Directors as defined by the Policy Manual.	10.4 SIGs shall be periodically reviewed by the Board of Directors as defined in policy.	Clarifies Board review role and emphasizes operational details in policy.
Article X - Special Interest Group transition to Network (10.5)	10.6 SIGs may apply for recognition as Networks when specified criteria are met and procedures followed as specified in the Policy Manual.	10.5 SIGs may apply for recognition as Networks when specified criteria are met and procedures followed as specified in policy.	Minor language editing to more general “in policy” over “in the Policy Manual.”
Article XI – Board Elections (11.1)	Board Elections shall be held annually and terms of office shall commence on the first day of September following the election.	Board Elections shall be held annually, and terms of office shall commence on the first day of September following the election.	Comma added for correctness; no other changes.
Article XI – Development of the Slate (11.2)	The Elections Committee will present the slate for each election of the organization to the Board of Directors. The procedures used to create the slate will include, but not be limited to: (a) establishing clear criteria and application procedures for each elected position; (b) an open call for nominations; and (c) active recruitment efforts to ensure that the slates presented include diverse stakeholders, expertise appropriate to the strategic emphases of the organization, and new leaders.	The Elections Committee will present the slate for each election of the organization to the Board of Directors. The procedures used to create the slate will include but not be limited to (a) establishing clear criteria and application procedures for each elected position; (b) an open call for nominations; and (c) active recruitment efforts to ensure that the slates include diverse stakeholders, expertise appropriate to the strategic emphases of the organization, and new leaders.	Minor editing; word “presented” removed as unnecessary; two punctuation marks removed as unnecessary.
Article XI – Election Procedures (11.3)	The approved ballot shall be sent to all eligible voting members of the Association. The election shall be open for at least 4 weeks. Electronic voting is permitted. Ballots shall be tallied by an independent agent. The Executive Director shall report the results to the Board and the Membership.	The approved ballot shall be sent to all eligible voting members of the Association. The election shall be open for at least 4 weeks. Electronic voting is permitted. Ballots shall be tallied by an independent agent. The Executive Director shall report the results to the Board and the Membership.	NO CHANGE
Article XI - Tie votes (11.4)	In case of a tie vote for election to the Board, both candidates shall be certified as elected and one fewer	In case of a tie vote for election to the Board, the tie will be resolved as specified in policy.	Allows operational flexibility in election resolution methods.

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	candidate shall be elected in the next election. In the case of a tie vote for officers of the Association, the Board shall decide by lot before the new Board takes office.		Reflects limited likelihood of tie votes in current voting practices.
Article XII - Executive Director employment (12.1)	The Board shall employ a salaried chief executive whose term and conditions of employment shall be specified by the Board. A review committee composed of a subset of the Board, including the officers, is delegated the authority to annually evaluate the performance of the Executive Director and determine the compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.	The Board shall employ a salaried chief executive whose term and conditions of employment shall be specified by the Board in a written contract signed by the Executive Director and the person designated by the Board to sign contracts on its behalf. A review committee composed of a subset of the Board, including the officers, is delegated the authority to annually evaluate the performance of the Executive Director and determine the compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.	Clarifies the employment and contracting structure.
Article XII - Executive Director authority and responsibility (12.2)	The Executive Director shall articulate and execute the Association's mission and programs and work with the Board of Directors to provide a vision for the Association, while effectively managing approved resources and protecting the assets of the organization. The Executive Director shall manage and direct all activities of the organization subject to the policies and written directives of the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the organization and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, and delegate those responsibilities of management in the best interests of the organization. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors.	The Executive Director shall articulate and execute the Association's mission and programs and work with the Board of Directors to provide a vision for the Association, while effectively managing approved resources and protecting the assets of the organization. The Executive Director shall manage and direct all activities of the organization subject to the policies and written directives of the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the organization and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, and delegate those responsibilities of management in the best interests of the organization. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors.	NO CHANGE
Article XII - Vacancy (12.3)	In the event that the Executive Director resigns, is recalled, or becomes incapacitated, the President may appoint a temporary replacement to serve until the Board can meet to select a successor.	In the event that the Executive Director resigns, is recalled, or becomes incapacitated, the President may appoint a temporary replacement to serve until the Board can select a successor.	Removes the requirement that the Board meet before selecting a successor, supporting leadership continuity.

Article ¹	Current language	Proposed revision	Rationale
Article XII – National office (12.4)	The Association shall maintain a national office. The Executive Director will be responsible for the operation of the national office.	The Association shall maintain a national office. The Executive Director will be responsible for the operation of the national office.	NO CHANGE
Article XII - Member records access (12.5)	No corresponding provision.	Members in good standing may inspect the Association’s books and records as provided by applicable law and in accordance with NAGC policies governing access to association records.	Aligns the Regulations with Ohio law by codifying members’ statutory inspection rights and referencing the governing policy.
Article XIII - Indemnification (13.1)	To the full extent permitted by and in accordance with the procedures prescribed in the laws of the State of Ohio, the Corporation shall indemnify any and all of the Directors and any and all of the Officers, employees, agents, and representatives of the Corporation for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for the Corporation.	The association will indemnify directors, officers, employees, or agents of or volunteers of the association to the extent mandated by Ohio Nonprofit Corporation Law §1702.12 or by court order. The association may indemnify directors, officers, employees, or agents of or volunteers of the association to the extent permitted by Ohio Nonprofit Corporation Law §1702.12 and in accordance with the terms of Ohio Nonprofit Corporation Law §1702.12.	Updates indemnification language to align with Ohio nonprofit law and clarify mandatory and permissive protection.
Article XIII - Insurance (13.2-13.3)	The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any expenses incurred in any proceeding and any liabilities asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the powers to indemnify him/her against such expenses or liabilities under the provisions of this Article.	The provisions of Sec. 1702.12(E)(5)(a)(i) of the Ohio Nonprofit Corporation Law do not apply to NAGC.	Clarifies insurance protections and aligns the framework with applicable Ohio law.
Article XIII – Indemnification and Insurance Policy (13.3)	The National Association for Gifted Children will indemnify and hold harmless its Directors, Officers, Committee Chairs, Network Chairs, other individuals holding elected positions, agents, employees, and representatives of NAGC for their acts and omissions, intended and unintended, taken in the course of meeting their responsibilities to NAGC.	The association will purchase and maintain insurance, or furnish similar protection, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, agent,	Clarifies insurance protections and aligns the framework with applicable Ohio law.

Article ¹	Current language	Proposed revision	Rationale
		or volunteer of another domestic or foreign nonprofit corporation.	
Article XIV - Amendments (14.1)	A vote of the membership shall be required to amend any Regulations, or to adopt new Regulations. The Board, in its discretion, shall select among the following methods for membership voting: 14.1.1 Adopted by the affirmative vote of two-thirds of the voting members present at a meeting of the assembly provided that notice has been given to each voting member at least 30 days and not more than 120 days in advance of the meeting. 14.1.2 Adopted by a ballot distributed to all active, voting members of the Association. Electronic voting is permitted. The polls shall be closed no more than sixty days after the communication is sent, and the amendment shall be declared passed if it is approved by two-thirds of those voting.	A vote of the membership shall be required to amend any Regulations or to adopt new Regulations. Notification of proposed amendments will be communicated to all members in advance of the vote. A ballot will be distributed to all active, voting members of the Association. Electronic voting is permitted. The polls shall be closed no more than sixty days after the communication is sent, and the amendment shall be declared passed if it is approved by two-thirds of those voting. The amendment will take effect as of the date specified in the amendment or, if no date is specified, immediately.	Creates a transparent and consistent amendment process and authorizes electronic voting; no change to timing or proportion of votes required to pass amendments.
Article XIV - Amendments - management(14.2)	The Governance Committee will conduct and supervise the voting on amendments and report the results to the Board.	The Governance Committee, in collaboration with staff, will conduct and supervise the voting on amendments and report the results to the Board. The Board may determine, and outline in policy, additional details regarding procedures for voting on amendments to the Regulations.	Clarifies governance oversight.
Article XV - Fiscal Year (15.1)	The fiscal year of the Association shall be from September 1 to August 31 of the following year.	The fiscal year of the Association shall be from September 1 to August 31 of the following year.	NO CHANGE
Article XVI - Dissolution (16.1)	No corresponding provision.	Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or a corresponding future provision, or to the federal government or a state or local government, for a public purpose.	Adds standard 501(c)(3)-compliant dissolution language governing nonprofit asset distribution.