

THE GUILFORD COUNTY CHAPTER OF PAGE, INC.

Bylaws Amendments Proposed on November 25, 2013:

1. Amendment to **ARTICLE II, PURPOSE**

Article II is hereby deleted in its entirety and replaced with the following:

Section 2.1 Purposes defined. The Purposes of the Guilford County Chapter of PAGE, Inc. are to:

- a. Support and encourage the development of gifted students through an understanding of their characteristics and needs;
- b. Foster appropriate educational opportunities for them at home, in school and in the larger community; and
- c. Leverage support from other PAGE Chapters and the North Carolina Association for the Gifted and Talented, Inc. (NCAGT).

Section 2.2 Promotion of purposes. The Purposes of the Guilford Chapter of PAGE, Inc. are to promote its purposes through advocacy and educational programs, directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in these bylaws.

Section 2.3 Tax exempt purposes. The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

2. Amendment to **ARTICLE XI, AMENDMENT OF BYLAWS**

Article XI is hereby deleted in its entirety and replaced with the following:

The Bylaws may be amended (a) by the approval, in writing, of the number of members entitled to call a special meeting of the members under G.S. 55A-7-02(a) and (b)(i) by the approval of a majority by the members entitled to vote thereon by two-thirds of the votes cast, whichever is less, given at any regular or special meeting of the members; provided, that notice of proposed amendments has been mailed to members by the Secretary at least 30 days prior to said meeting, or (ii) by the written consent of all members entitled to vote thereon given via electronic communications with G.S. Sections 66-311 et. seq. provided written notice of proposed amendments be sent to each member by the Secretary at least 14 days prior to the stated conclusion of the vote.

Notice stating the date, time and place of any Members' meeting shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of any Members meeting, either by personal delivery, facsimile, e-mail or other electronic transmission, U.S. mail or by private carrier, by or at the direction of the President, the Secretary or other persons calling the meeting. Any such notice shall be deemed to be effective when deposited in the United States mail, or otherwise transmitted or delivered as provided above, correctly addressed or directed to the Member's address as it appears in the current record of the Members maintained by the Corporation, with first class postage thereon prepaid in the case of a mailed notice, or any other applicable delivery charges paid in full. In the case of notice sent by electronic means, such notice is effective when it is sent as provided in G.S. 66-325.

3. New **ARTICLE XIV, CONFLICTS OF INTEREST**

The following new Article XIV titled CONFLICTS OF INTEREST is added to the bylaws:

Directors, Officers, and Members shall agree to abide by the following Conflict of Interest Policy: When any actual or potential conflict of interest exists, with respect to any subject requiring action by the Board or any of its committees, the member having an actual or potential conflict shall immediately notify the President or committee chair of such conflict, and the member shall not participate in the deliberations, shall not vote on the subject with which the member has an actual or potential conflict of interest, and shall not use his/her personal influence. The minutes of the meeting shall reflect that a disclosure was made and that the Board member who stated an actual or potential conflict of interest did abstain from voting.

4. Amendment to Article XIII, DISSOLUTION.

Article XIII is deleted in its entirety and replaced with the following:

Upon dissolution according to the Standards for PAGE Chapters, after fulfilling applicable legal requirements (including paying or making provision for the payment of all of the liabilities and obligations of the organization and for necessary expenses thereof), this organization shall distribute its remaining assets to the NCAGT; provided that at the time it qualifies as an exempt organization under Internal Revenue Code Section 501(c)(3). It is intended that the NCAGT shall hold these assets for a period of five years, transferring these assets to a new affiliated PAGE Chapter with Articles of Incorporation substantially similar to those of this Chapter in the geographic area of this organization if one should be established within that five-year period that qualifies as an exempt organization under Internal Revenue Code Section 501(c)(3). If no new affiliated PAGE Chapter is formed within that five-year period, then these funds shall be used in a manner deemed appropriate by the Board of Directors of the NCAGT.

If the NCAGT does not qualify as an exemption organization under Internal Revenue Code Section 501(c)(3) at the time of dissolution of the organization all of the remaining assets and property of the organization shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) consistent with the purposes set forth in the Articles of Incorporation of the organization as the Board of Directors shall determine, including to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Internal Revenue Code Section 501(c)(3), or shall be distributed to the federal, state, or local government exclusively for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.