**IOWA ACADEMY OF EDUCATION**

**CONSTITUTION**

Adopted June 3, 1996

Amended May 30, 1997

Amended October 26, 2007

Amended October 8, 2010

Amended October 29, 2021

**ARTICLE I**

*NAME, PURPOSE AND LOCATION*

 *Section 1:*  The name of this Corporation shall be “The Iowa Academy of Education”. The Iowa Academy of Education is a self-sustaining organization which was sponsored and supported by the FINE Foundation until June 30, 2007.

 *Section 2:* The purpose of the Iowa Academy of Education (herein identified as the Academy) shall be to inform Pre-kindergarten to grade 16 educational policies and practices in the state of Iowa through the scholarly consideration and analysis of significant educational issues.

 *Section 3:* The authority for the Academy is the Executive Council. The provisions established by the Executive Council shall control the interpretation of the Constitution and shall not offend the Iowa Non Profit Corporation Act and the Code of Iowa § 504.

 *Section 4:*  The principal office of the Academy in the State of Iowa shall be located at 210 Lindquist Center, University of Iowa, Johnson County, Iowa.

 *Section 5:*  The registered office and registered agent of the Academy required by the Iowa Business Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation, subject to change from time to time by Resolution of the Executive Council and filing of a statement of said change as required by the Iowa Business Corporation Act.

**ARTICLE II**

*FISCAL YEAR*

 The fiscal year of the Academy shall begin on the 1st day of January each year and ending on the 31st day of December in each year.

**ARTICLE III**

*MEMBERSHIP*

 *Section 1:* The Academy shall consist of no more than thirty (30) Members whose scholarly and scientific writings bearing on the subject of education are judged outstanding by Members of the Academy and their peers.

 *Section 2*: Membership is granted to individuals whose scholarship demonstrates rigor and creativity. It is not the quantity of effort but the significance of the scholarship that is critical for Membership in the Academy. The criteria for selection of Members to the Academy are:

 1. Outstanding scholarship related to teaching and learning;

 2. Respect and recognition among peers; and

 3. A significant contribution to education.

 *Section 3*: Emeritus membership may be granted by a majority vote of the Members to Members in good standing who have made substantial contributions to the Academy and who:

 1. Request such status; or

 2. Move their permanent professional position out of Iowa; or

 3. Were personally incapable of requesting such status.

Members with emeritus status are not counted in the limitation of Academy membership to 30.

 *Section 4*: A three person Membership Committee shall be appointed by the President, and approved by a majority vote of the Members, to solicit and examine candidates for Membership. All nominations and the Committee’s recommendations shall be submitted to Academy Members for vote. Candidates approved by a two-thirds vote of the members shall be invited to become Members of the Academy.

 *Section 5*: Every Member-elect shall accept his/her membership within ninety days of notification or his/her name will not be entered on the roll of Members.

 *Section 6*: Voluntary resignations from the Academy shall be addressed to the President and acted on by the Executive Council.

 *Section 7*: The Academy may dismiss a member for lack of participation in the Academy, unprofessional conduct, or other compelling reasons by a two-third vote of the Members (excluding the member in question).

 *Section 8:* Members are expected to maintain active participation in the Academy. Active participation includes attendance at Meetings. If a member misses four consecutive Meetings, the Membership Committee will explore that member’s interest in continuing participation in the Academy and make a recommendation to the Executive Council.

 *Section 9:* Active participation also includes making substantial contributions to the Academy by (a) serving as an Officer or on committees and (b) participating in the intellectual life of the Academy through Scholarly Communications, Publications and Reports.

**ARTICLE IV**

*OFFICERS*

 *Section 1*: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Academy managed under the direction of, the Executive Council.

 *Section 2*: The officers of the Academy shall be a President, Vice President, Past President, Secretary, and Treasurer. The Vice President and Secretary shall be elected by a majority of the votes cast at the Annual Meeting or by a majority of votes cast by mail ballot before the Annual Meeting. The Vice President shall serve a term of one year, succeed the President in the second year, and serve as Past President in the third year. The Secretary shall serve a two year term. The Treasurer shall be appointed by the Executive Council. The Executive Council shall elect an individual from the Membership to fill any vacant office for the unexpired portion of the term.

 *Section 3*: The Executive Council, consisting of the officers of the Academy and two at-large Members, shall conduct the business of the Academy assigned to it by the Constitution. The two at-large Members will be elected by a majority of the votes cast at the Annual Meeting or by a majority of the votes cast by mail ballot before the Annual Meeting. Each at-large Member shall serve a two-year term with the terms staggered. The Executive Council will invite the Executive Director to serve as a non-voting consultant to the Executive Council.

 *Section 4*: The President, or in his/her absence or inability to act, the Vice President, shall preside at the meetings of the Academy and Executive Council; shall name all Committees except as otherwise stated in this Constitution; shall refer requests for study by the Academy to Members conversant with the subject; shall prepare a report on the activities of the Academy for dissemination at the Annual Meeting; and, with the Executive Council, shall direct the business of the Academy.

 *Section 5*: The Secretary shall be responsible for taking minutes of all meetings of the Academy, circulating minutes to the Membership, maintaining archival records, and corresponding about Academy business with the Members as requested by the President.

 *Section 6*: The Vice President, at the Annual Meeting, shall provide a report of expenses incurred by the Academy during the previous year.

 *Section 7*: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Academy; receive and give receipts for monies due and payable to the Corporation; and deposit all such monies in the name of the Academy in such banks, trust companies or other depositories as shall be selected in accordance with Article IV of this Constitution.

 *Section 8:* Terms of office for all officers and at-large Members shall commence at the conclusion of the Annual Meeting coincident with their election; or, if election does not occur at an Annual Meeting, terms of office shall begin at the conclusion of the next Annual Meeting or as soon as possible thereafter.

*Section 9:* The Executive Director shall be responsible for managing Academy business affairs pursuant to the Constitution, the annual budget and the policies established by the Executive Council.

**ARTICLE V**

*MEETINGS*

 *Section 1*: The Executive Council shall determine the site and time for the Annual Meeting.

 *Section 2*: The Executive Council shall meet during the Annual Meeting and at other times when determined appropriate.

 *Section 3:* Special meetings of the Academy or the Executive Council may be called by or at the request of the President or any two Council members. The person or persons authorized to call special meetings of the Academy or Executive Council may fix any place, either in or out of the State of Iowa, as the place for holding any special meeting of the Academy or Executive Council called by them.

 *Section 4:* Special meetings of the Academy or the Executive Council shall be preceded by at least two (2) days’ notice to each Academy member or Council member of the date, time, and place of the meeting. Notice shall be in writing unless oral notice is reasonable under the circumstances. If mailed, such notice must be deposited in the United States mail correctly addressed and postage prepaid at least seven (7) days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Academy or Executive Council need be specified in the notice or waiver of notice of such meeting.

 *Section 5*: A majority of the Executive Council shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Council members are present at said meeting, a majority of the Council members may adjourn the meeting from time to time without further notice.

 *Section 6*: If a quorum is present when a vote is taken, the affirmative vote of a majority of Executive Council members present is the act of the Executive Council.

**ARTICLE VI**

*ELECTION AND REGULATIONS*

 *Section 1*: All elections shall be conducted at the Annual Meeting unless otherwise allowed by the Constitution.

 *Section 2*: The Secretary or designee shall conduct all elections, collect votes, count them, and report results to the Executive Council.

**ARTICLE VII**

*CONTRACT LOANS, CHECKS, AND DEPOSITS*

 *Section 1:* The Executive Council may authorize any officers or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

 *Section 2*: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Academy, shall be signed by such officers or the Executive Director of the Academy, and in such manner as shall from time to time be determined by Resolution of the Executive Council.

 *Section 3*: All funds of the Academy not otherwise employed shall be deposited from time to time to the credit of the Academy in such banks, trust companies or other depositories as the Executive Council may select.

 *Section 4*: The Executive Council may accept on behalf of the Academy any contribution, gift or bequest or devise for the general purposes or for any special purpose of the Academy.

**ARTICLE VIII**

*BOOKS AND RECORDS*

 The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Council and any membership meeting having any authority over the Executive Committee. All books and records of the Academy may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX**

*SCHOLARLY COMMUNICATIONS, PUBLICATIONS, AND REPORTS*

 *Section 1*: The President, with the advice of the Executive Council, shall give attention in preparation for each Academy meeting to the scholarly matters to be placed before the Members of the Academy.

 *Section 2*: Members shall have the right to communicate papers on educational subjects to the Academy. Members may also communicate the work of non-members. Individuals who are not Members of the Academy may be invited to communicate papers to the Academy.

 *Section 3*: The Academy shall provide for the publication, under direction of the Executive Council, of proceedings and reports.

 *Section 4*: Proposals for investigations or reports may originate with a Member and be submitted to the Academy. Proposals for investigations originating from sources external to the Academy shall be received and acted on by the President and the Executive Council.

**ARTICLE X**

*PARLIAMENTARY AUTHORITY*

 The rules contained in *Robert’s Rules of Order: Modern Edition* shall govern the conduct of Academy meetings.

**ARTICLE XI**

*ADDITIONS AND AMENDMENTS*

 Additions and amendments to the Constitution shall be made only at the Annual Meeting of the Academy. Such proposed changes will automatically be referred to the Executive Council with the understanding the Council will make a recommendation on the proposed changes at the following Annual Meeting. If the addition or amendment receives two-thirds of the votes present at the Annual Meeting, it will be declared adopted.

**ARTICLE XII**

*INDEMNIFICATION OF OFFICERS*

The Academy shall exercise its authority to advance expenses to and to indemnify officers, employees and agents (collectively “indemnities”) of the Academy to the extent permitted by sections 490.851, 490.853, 490.855 and 490.856 (and acts amendatory thereof) of the Iowa Business Corporation Act. This indemnification shall extend to the heirs, executors, administrators and personal representatives of the indemnities. No provision of this Constitution, however, is intended or shall be construed to provide indemnification for a breach of an indemnitee’s duty of loyalty to the Academy, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, for a transaction from which the indemnitee derives an improper personal benefit, for liability under Section 490.833 of the Iowa Business Corporation Act, or in connection with a proceeding by or in the right of the Academy in which the indemnitee was adjudged personally liable to the Academy. Indemnification in connection with a proceeding by or in the right of the Academy is limited to reasonable expenses incurred in connection with the proceeding.