



Proposed IASB Articles of Incorporation & Bylaws Amendment

To be voted on at IASB Annual Meeting and Delegate Assembly on Wednesday, November 20.

The IASB Board of Directors recommends the following amendments to the IASB Articles of Incorporation & Bylaws. In summary:

- Language updates for greater clarity.
- Removal of associate membership as an option. (We currently have no associate members)
- IASB will maintain the ability to offer limited services to non-members.

These proposed changes reflect both current and past practices for IASB.

Requested Action: The IASB Board of Directors and Governance and Bylaws Committee recommend the Delegate Assembly approve the amendments as presented. Amendments require a two-thirds vote of members present for passage.

Questions: If you have any comments or questions concerning these updates, please contact Executive Director D.T. Magee at dmagee@ia-sb.org.

In the attached detailed recommendation, anything underlined in red is new language and anything stricken through is language for deletion.

Preamble to the Original Constitution
of the
Iowa Association of School Boards

Recognizing that the nation's future is dependent upon the complete education of its people, that in unity there is strength, and that an exchange of ideas is important at all times; that coordination of effort on the part of all educational forces interested in the betterment of education is necessary; and also recognizing that school boards are in a strategic position to bring about needed improvement of public education, we believe a State Association of School Boards will aid in accomplishing these ends.

IASB Articles of Incorporation

Original Articles adopted October 14, 1949
Amended and Restated--November 18, 1966
Pursuant to the Iowa Nonprofit Corporation Act,
Chapter 504A, Code of Iowa
Amended and Restated November 15, 2006
Amended and Restated November *, 2024

IASB Bylaws

Amended-November 14, 1968	Amended-November 17, 1993
Amended-October 30, 1972	Amended-November 16, 1994
Amended-October 24, 1974	Amended-November 20, 1996
Amended-October 28, 1976	Amended-November 19, 1997
Amended-June 20, 1978	Amended-November 19, 2003
Amended-June 20, 1979	Restated-November 15, 2006
Amended-June 11, 1980	Amended-November 16, 2011
Amended-June 16, 1982	Amended-November 20, 2013
Amended-November 15, 1984	Amended-November 18, 2015
Amended June 19, 1985	Amended-November 20, 2019
Amended-January 19, 1988	Amended-September 13, 2022
	<u>Amended November *, 2024</u>

Iowa Association of School Boards

Restated

Articles of Incorporation

Pursuant to the Revised Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa, the corporation adopts the following restated Articles of Incorporation

Article I — Name

The name of this corporation is and shall be Iowa Association of School Boards.

Article II — Duration

The duration of the corporation shall be perpetual.

Article III — Purposes

The purposes for which this corporation is formed are to develop, strengthen, and correlate the work of the school boards of the public school corporations in their efforts to promote the educational interests of the State of Iowa, and to provide such services as will enhance these purposes.

Article IV — Powers

This corporation shall have such powers as are granted by the Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa.

Article V — Membership

~~Section 1.~~ Any duly organized and legally constituted public school corporation board may become a member of the corporation by payment of membership dues as provided in the Bylaws.

~~Section 2. This corporation may have associate non-voting members from within or without the State of Iowa as provided in the Bylaws.~~

Article VI — Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors not to exceed 21 in number which shall include the officers, a director for each district as defined in the Bylaws and such other members as may be prescribed in the Bylaws.

Section 2. The corporation shall have such officers and who shall be elected or appointed as designated and prescribed in the Bylaws. ~~The~~

~~of office of the directors of the corporation existing at the time of the adoption of these Articles and who shall serve until their successors are elected and qualified are:~~

~~President—Margaret P. Borgen, 2008-
Past President—Susan McDermott,
2008 President Elect—Jack Hill, 2008-
Secretary—Ronald Rice
Treas.—Richard L. VandeKieft,
2008 NSBA Director, Eldean Borg
Director Dist. No. 1. Dan Van Gorp, 2008-
Director Dist. No. 2. Jim Spicer, 2009-
Director Dist. No. 3. Chad Ingels, 2007-
Director Dist. No. 4. Don Friedrichsen,
2009
Director Dist. No. 5a. Robert Christenson,
2007 Director Dist. No. 5b, Russ Wiesley,
2008 Director Dist. No. 6a. LeeAnn Grimley,
2008 Director Dist. No. 6b. Thomas Wieseler,
2009, Director Dist. No. 7. Scott Hansen, 2007-
Director Dist. No. 8. Bill Morain, 2007-
Director Dist. No. 9. Paul Brooks, 2008
AEA Director Francis Peterson,
2009 IACCT Rep Harold Belken~~

Article VII — Registered Office and Agent

The address of the registered office shall be 6000 Grand, Des Moines, Polk County, Iowa, and the name of the initial registered agent shall be ~~Ronald Rice~~ the Executive Director, 6000 Grand, Des Moines, Polk County, Iowa.

Article VIII — Delegate Assembly

This corporation shall have a Delegate Assembly which shall meet annually, and the membership and conduct of which shall be as prescribed in the Bylaws. The Delegate Assembly shall study proposed legislation, establish legislative policy, provide for election of district directors as prescribed in the Bylaws and adopt, amend, alter, or approve Bylaws.

Article IX – Meetings

This corporation and Delegate Assembly shall meet annually at such times as determined by the Board of Directors. Thirty days notice of the time and place of the annual meeting of the corporation and the Delegate Assembly shall be given in the manner prescribed in the Bylaws.

Article X – Indemnification

The Corporation shall indemnify a director for liability (as such term is defined in section

Corporation Act) to any person for any action taken or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. The Corporation may also indemnify its employees in the Corporation's discretion. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Article XI – Limitation of Liability

A director of the Corporation shall not be liable to the Corporation for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts

existing at or prior to the time of such repeal or modification.

Article XII – Amendment

These articles may be amended by two-thirds vote of the members present at any annual meeting of the corporation or special meeting for that purpose. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to members not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail to all persons entitled to vote at such meeting. If mailed, such notice 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 corporation, with postage thereon prepaid.

Article XIII – Anti-Inurement, Liquidation and Dissolution

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. If, upon liquidation and dissolution of the Corporation there remains in the hands of the Corporation or any liquidating agency, after paying and discharging all of the just debts and obligations of the Corporation, any money or property not otherwise disposed of or needed, all such money or property shall be conveyed and transferred as a gift to a nonprofit, charitable corporation. In no event shall any such excess assets or property be distributed to any directors of the Corporation.

Iowa Association of School Boards

Bylaws

Article I – Organization

Section 1. Director Districts. The members of this corporation within each designated district shall have power to perfect a district organization, elect officers, and conduct such business in the interest of the corporation as contemplated and governed by the Articles of Incorporation and these Bylaws. For organization and administrative purposes the state shall be divided into nine director districts composed of the following counties:

A. Director District No. 1. Buena Vista, Cherokee, Clay, Dickinson, Lyon, O'Brien, Osceola, Plymouth, Sioux.

B. Director District No. 2. Cerro Gordo, Emmet, Franklin, Hancock, Humboldt, Kossuth, Palo Alto, Pocahontas, Winnebago, Worth, Wright.

C. Director District No. 3. Allamakee, Black Hawk, Bremer, Buchanan, Butler, Chickasaw, Clayton, Fayette, Floyd, Howard, Mitchell, Winneshiek.

D. Director District No. 4. Audubon, Calhoun, Carroll, Crawford, Greene, Guthrie, Harrison, Ida, Monona, Sac, Shelby, Woodbury.

E. Director District No. 5. Boone, Dallas, Grundy, Hamilton, Hardin, Jasper, Marshall, Polk, Poweshiek, Story, Tama, Webster.

F. Director District No. 6. Benton, Cedar, Clinton, Delaware, Dubuque, Iowa, Jackson, Johnson, Jones, Linn, Scott.

G. Director District No. 7. Adair, Adams, Cass, Fremont, Mills, Montgomery, Page, Pottawattamie, Taylor.

H. Director District No. 8. Appanoose, Clarke, Decatur, Lucas, Madison, Marion, Monroe, Ringgold, Union, Warren, Wayne.

I. Director District No. 9. Davis, Des Moines, Henry, Jefferson, Keokuk, Lee, Louisa, Mahaska, Muscatine, Van Buren, Wapello, Washington.

J. District Organization. The members of this corporation within each designated district shall have power to perfect a district organization, elect officers, and conduct such business in the interest of the corporation as contemplated and governed by the Articles of Incorporation and these Bylaws.

Section 2. AEA Director District. The members of the board of directors of the area education agencies shall constitute an area education agency district director. The members of this corporation within the area education agency director district shall have power to organize as a committee of the Iowa Association of School Boards and conduct such business in the interest

of the corporation as contemplated and governed by the Articles of Incorporation and these Bylaws.

Article II – Membership

Section 1. Regular Membership. The membership of this corporation shall be as provided in the Articles of Incorporation and as supplemented herein.

Regular voting membership shall be classified into three main groups:

- A. Members of local boards of directors of public school corporations as defined in Iowa Code chapter 274, operating an elementary-secondary system, including or not including a junior or community college.
- B. Members of area boards of directors operating community college.
- C. Members of area education agency boards of directors.

~~Section 2. Associate Membership. Associate non-voting membership shall be available to any individual, organization, or agency, involved in or related to education. Applications for associate non-voting membership shall be submitted to the Board of Directors, which shall constitute the membership committee for associate non-voting members. It shall be the duty of the membership committee to decide all matters relating to eligibility for associate non-voting membership, and to qualify candidates for associate non-voting membership. The membership committee's determination as to eligibility for associate non-voting membership shall be final.~~

Article III – Officers

Section 1. Officers. The officers of this corporation shall consist of a president; a president-elect; an executive director, who shall also be the secretary of the corporation; and a treasurer.

- A. President. It shall be the duty of the president to preside at all meetings of the Association and to perform all duties incident to the office of the president and such other duties as may be prescribed from time to time by the Board of Directors and these Bylaws.
- B. President-elect. It shall be the duty of the president-elect, to perform the duties of the president in the absence of the president, or in the event of the president's inability or refusal to act. The president-elect when thus acting shall have the powers of and be subject to all restrictions placed upon the president. The president-elect shall perform such other duties as from time to time may be assigned by the president or the Board of Directors and these Bylaws. The president-elect shall become president of the Association upon completion of his/her/their term as president-elect.
- C. Secretary. The secretary shall be responsible for maintaining the records and accounts of the Association and shall keep the minutes of the meetings of the Association and of the Board of Directors; shall see that all notices are duly given in accordance with the Association's Articles of Incorporation and Bylaws; shall be the custodian of the corporate records and in general perform all duties incident to the office of secretary

and such other duties as from time to time may be assigned by the president or by the Board of Directors.

- D. Treasurer. The treasurer shall be responsible for overseeing the maintenance of accurate records of the Association's financial transactions; assist in the preparation of the annual budget and the investment of Association funds; monitor the monthly financial reports submitted to the Board of Directors; assure the annual audit of the financial records; and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 2. Terms. The term of office for the president, president-elect and treasurer shall be two years. ~~Officers elected in 2019 shall serve a three-year term of office in order to move the election of officers to even-numbered years.~~ The terms of office for these officers shall begin at the organization meeting of the Board of Directors to be held in January following their election and shall continue until their successors are elected and qualified. The term of office for the executive director (secretary of the corporation) shall be continuing following appointment at the discretion and pleasure of the Board of Directors.

Section 3. Nomination of President-elect. The Board of Directors shall constitute a nominating committee to present to the Delegate Assembly a nominee for the office of president-elect, and the Delegate Assembly shall elect this officer.

Section 4. Election of Executive Director and Treasurer. The offices of executive director (secretary of the corporation) and treasurer shall be filled by appointment by the Board of Directors.

Section 5. Membership of Local Board Required. All officers of the corporation except as provided in Section 6 and except for the executive director and treasurer shall be a member of a board in good membership standing of the corporation.

Section 6. Right to Succeed to the Presidency. If the president is defeated at the regular school election prior to the second year of ~~his/her~~their term, ~~he/she~~they may complete the term of office. If the president-elect is defeated ~~for re-election to his/her school board~~ at the regular school election immediately prior to taking office as president, ~~he/she~~they shall be eligible to serve the term as president.

Section 7. Vacancy. Any vacancy occurring in the offices of President-elect or Treasurer shall be filled by appointment by the Board. A person appointed as Treasurer shall fill the remainder of the unexpired term of the person who vacated the office, after which the person shall be eligible to be appointed to a new two-year term in accordance with Section 2 and Section 4 of this Article.

A person appointed as President-elect shall serve until the next annual meeting of the Delegate Assembly, at which time a person shall be nominated and elected in accordance with these Bylaws, to fill the remainder of the un-expired term of the person who vacated the office. A vacancy shall occur at the next meeting of the Board of Directors following either (1) receipt of a person's resignation from the Board, or (2) the person becomes ineligible or unable to serve on the Board.

If the office of President becomes vacant during the first year of his/her/their term, the President-elect shall fill the un-expired term of the President and a vacancy shall be created in the office of President-elect. If the office of President becomes vacant during the second year of his/her/their term, the President-elect shall complete the un-expired term of the President and then complete the normal two-year term to which that person was elected. The vacancy created in the office of President-elect shall be filled as specified above.

If the office of President becomes vacant while an appointed, interim President-elect is in office, the vacancy shall be filled by the Past President until the next meeting of the Delegate Assembly, at which time the nominating committee shall present to the Delegate Assembly nominees for both the office of President and the office of President-elect and the Delegate Assembly shall elect those two officers.

Article IV – Board of Directors

Section 1. Directors. The Board of Directors shall consist of one member from each of the nine districts of the state, one member from the area education agency director district, officers of the corporation, and any Iowa resident serving on the Board of a national association of state school boards associations. The immediate past president shall serve as an ex officio voting member of the Board of Directors; however, the past president shall not be required to be a member of a local school board to hold said office.

Section 2. Additional Director. A director district, as defined in Article I, Section 1, with public school enrollment of 80,000 or more is entitled to elect one additional member to the board of directors. Such director will be elected pursuant to the nomination and election procedures set forth in these Bylaws. Terms will be staggered so that only one director is elected in a director district election in any year, except to fill a vacancy. Persons elected to fill a vacancy shall serve the un-expired term of the person who vacated the office. Vacancies shall be filled as provided in these Bylaws.

Section 3. Term of Office. The term of office for directors shall be three years to begin at the organization meeting of the Board of Directors in January following their election and serve until their successors are elected and qualified. Except as provided in Sections 5 and 6 of Article III and Article IV, Section 1, all directors shall be members of a board in good membership standing of the corporation. A school board may have more than one member serve on the Board of Directors at the same time if each member represents a different membership classification as defined in Article II, Section 1, of these Bylaws.

Section 4. Nomination for District Director. Nomination for district director to fill a vacancy or due to the expiration of the incumbent's term shall be made by a caucus of delegates of each district at the annual meeting of the Delegate Assembly. The caucus shall designate not more than two persons for each vacancy and not more than two nominees shall be made for each expiring directorship. Notice of the time and place of the nominating caucus must be sent to each school board member in a director district at least 45 days prior to the caucus. In addition, a statement of candidacy must be included in the mailing for prospective candidates for district director to complete and return at least 21 days prior to the nominating caucus. If no person files a statement of candidacy 21 days prior to the caucus, a vacancy will exist which must be filled by the Board of Directors pursuant to Article IV, Section 7, of these Bylaws.

A. **Appointment of Caucus Chair.** The IASB president shall appoint a school board member to chair the caucus. The chair shall not be a candidate for district director.

B. **Statement of Candidacy.** A person filing a statement of candidacy as required in this section, may be placed in nomination by any delegate from the director district in attendance at the director district nominating caucus. Candidates for district director shall speak to the caucus regarding their experience and background prior to any voting.

C. **Voting.** Each delegate attending the nominating caucus may cast one vote for each directorship. If more than two candidates are nominated for each directorship, voting will be by secret ballot. The two candidates receiving the highest vote for each directorship shall be nominated and their names placed on the election ballot.

Section 5. Election. Within 10 days following the Delegate Assembly, ballots containing the names of the two nominees shall be sent to all member boards in good membership standing of the corporation in each respective district. If there is only one candidate nominated for director in a district, that candidate is elected, and ballots are not required to be sent to member boards in that district. Ballots shall be cast and returned to the executive offices of the corporation not later than 30 days following the dating of the ballot. Boards of directors of area community colleges shall cast their ballot for district director in the district in which their administrative office is located. All member school boards shall be eligible to cast one vote in the district director election and school boards having multiple delegates as determined in Article V, Section 1, subsection A. and B. shall be eligible to cast the number of votes as determined in Article V, Section 1, subsection A. and B., of these Bylaws.

Section 6. Limitation of Terms. No district director shall serve more than three consecutive full terms. This limitation shall not apply to partial terms to which a director was appointed to fill a vacancy pursuant to these Bylaws.

Section 7. Vacancy. Any vacancy occurring on the Board of Directors, which is not filled in accord with Section 4 and 5 of this Article, shall be filled by appointment. The person appointed shall serve until the next annual meeting of the Delegate Assembly at which time a person shall be nominated and elected, in accordance with the procedures of Sections 4 and 5 of Article IV, to fill the remainder of the un-expired term of the person who vacated the office. A vacancy shall occur at the next meeting of the Board of Directors following either (1) receipt of a person's resignation from the Board, or (2) the person becomes ineligible to serve on the Board.

Section 8. Iowa Association of Community College Trustees Ex Officio Director. The president, or the president's designee, of the Iowa Association of Community College Trustees shall be entitled to serve as an ex officio member on the Board of Directors, with voting authority. The term of the office on the Board of Directors shall coincide with the term of office to which the person was elected by the association.

Article V – Delegate Assembly

Section 1. Delegate Assembly. The Delegate Assembly of the corporation shall meet at least once each year and be made up of delegates who are individual members of a board in good membership standing of the corporation and shall be elected and determined as follows:

A. **Allocation of Delegates.** Local school districts operating elementary-secondary systems shall be assigned delegates according to the following student enrollment schedule:

1.	0000 - 1200	enrollment	1 delegates (votes)
2.	1201 - 1600	enrollment	2 delegates (votes)
3.	1601 - 2400	enrollment	3 delegates (votes)
4.	2401 - 3600	enrollment	5 delegates (votes)
5.	3601 - 4800	enrollment	7 delegates (votes)
6.	4801 - 6000	enrollment	10 delegates (votes)
7.	6001 and over	enrollment	15 delegates (votes)

B. **A.E.A. Delegates.** Area education agencies shall be assigned delegates according to the following student enrollment schedule:

1.	0000 - 29,999	enrollment	2 delegates (votes)
2.	30,000 and over	enrollment	3 delegates (votes)

C. **Community College Delegates.** Area community college districts shall be entitled to five delegates. These delegates shall be elected by the governing body of the Iowa Association of Community College Trustees.

D. **Voting.** Each delegate present shall be entitled to cast one vote, except in the case of districts having multiple delegates, the full number of eligible votes as determined by the number of eligible delegates for any such district may be cast as a unit by the delegate or delegates in attendance from that district. A majority of the members at the Delegate Assembly is required for any action taken by the Delegate Assembly.

Section 2. Alternate Delegates. For each area community college delegate, and for each local school board and area education agency board entitled to one or more delegates there shall be elected an alternate delegate to serve in the absence or inability of a designated delegate to serve.

Section 3. Eligibility to Vote. Eligibility to vote shall be limited to member boards in good membership standing of the corporation. Delegates and alternates must be a member of a board in good membership standing of the corporation to be eligible to serve. In the event a delegate cannot be identified by a board that is represented by a current IASB director, the IASB director may be named as the voting delegate for their district.

Section 4. Term. The term of office for each delegate shall be one year. Vacancies within the term shall be filled for the un-expired period in the same manner as above provided. If, because of an enrollment increase, a school district becomes eligible for an additional delegate that delegate will be added at the time delegates are elected for a one-year term.

Section 5. Members of Delegate Assembly – Quorum. The president of the corporation shall preside over the Delegate Assembly. All officers and directors of the corporation count toward quorum. One hundred delegates in attendance at any Delegate Assembly shall constitute a quorum.

Section 6. Powers of Delegate Assembly. In addition to the powers prescribed in the Articles of Incorporation and otherwise in these Bylaws, the Delegate Assembly shall have the power to consider and adopt resolutions, proposals for consideration and enactment by the Iowa Legislature, policy position with respect to issues affecting education in the State of Iowa, and ratification of schedule of membership dues for the corporation.

Section 7. Annual Meeting of Delegate Assembly. The annual meeting of the Delegate Assembly shall be at such time and place as determined by the Board of Directors and notice thereof shall be given not less than 30 days prior thereto.

Section 8. Special Meetings of Delegate Assembly. Special meetings of the Delegate Assembly may be called by the Board of Directors with notice of time and place being given not less than 30 days prior thereto.

Article VI – Membership Dues

Section 1. Regular Membership Dues. A schedule of dues for all regular membership classifications shall be determined and recommended by the Board of Directors to the Delegate Assembly and shall become effective upon ratification by the Delegate Assembly.

~~**Section 2. Dues for Associate Members.** The Board of Directors shall establish a schedule of annual dues for associate non-voting members.~~

Article VII – Membership Meeting

Section 1. Annual Meeting. There shall be an annual meeting of the membership of the corporation to be held at such time and place as determined by the Board of Directors and notice thereof shall be given not less than 30 days in advance of the designated date.

Section 2. Special Meetings. Special meetings of the membership may be called upon petition of not less than five members of the Board of Directors. The time, place, and notice of such special meeting shall be the same as prescribed for the annual meeting.

Section 3. Quorum. The presence of one hundred board members shall constitute a quorum at any meeting of the corporation.

~~**Section 4. Voting Actions taken shall require a majority vote of the members present at any annual meeting of the corporation or special meeting called for that purpose, unless otherwise required by the Articles of Incorporation.**~~

Article VIII – Affiliate Entities

Section 1. Legal Service Fund. The Board of Directors shall appoint a Legal Service Committee, which shall be responsible for the administration of the Legal Service Fund within the Rules and Regulations adopted by the Board of Directors.

- A. **Membership in the Legal Service Fund.** A regular voting member of the Association may, on a wholly voluntary basis, become a legal service associate member and participate in a Legal Service Fund, upon application and payment of legal service associate member dues as established by the Board of Directors.
- B. **Legal Services.** In addition to the rights and privileges of legal service fund associate membership, the associate member is also eligible to receive legal services through the fund pursuant to the rules and regulations established by the Board of Directors.

Article IX – Committees

Section 1. Committees. The president shall have power to appoint such committees from the membership as from time to time deemed to be in the best interest of the affairs of the corporation.

Section 2. Executive Committee. There shall be an Executive Committee composed of the corporation's president, president-elect, treasurer, immediate past president and the chairs of the Audit/Finance Committee, the Compensation/Benefits Committee and the Governance/Bylaws Committee. The executive director shall be an ex officio member without voting rights.

A. **Executive Committee Terms.** The term of each member of the Executive Committee shall be concurrent with ~~his/her~~their term of office as an officer of the corporation or chair of ~~her/her~~their committee.

B. **Powers.** The Executive Committee shall (a) have the power of the Board of Directors to act in an emergency which requires immediate action and to bind the corporation by such action between meetings of the Board, (b) to perform such other functions to the extent provided by resolution of the Board of Directors, and (c) study and make recommendations to the Board of Directors on matters to be considered by the Board.

C. **Chair.** The president of the corporation shall serve as chair~~man~~ of the Executive Committee.

D. **Meetings and Quorum.** The Executive Committee shall meet on the call of the president. At any meeting of the Executive Committee, four voting members shall constitute a quorum for the transaction of business.

E. **Telephonic Meetings.** Executive Committee meetings may be held by a conference telephone call. Members of the Executive Committee may participate in such a conference telephone call, and such participation shall constitute presence in person at such meeting.

F. Minutes. The Executive Committee shall make a report to the Board of Directors at each meeting of the Board with respect to the actions taken by it in the interim period between Board meetings.

Article X – Adoption, Amendment of Bylaws

Section 1. Amendment. Bylaws may be adopted, amended, or revised from time to time by the Delegate Assembly. The Board of Directors may recommend to the Delegate Assembly such changes as deemed necessary. Ten days notice to the general membership shall be required in advance of the consideration and adoption of any Bylaws, amendment or revision thereto.

Article XI – Management

Section 1. Management of the Association. The affairs of this corporation shall be under the general management of the Board of Directors who shall meet not less than four times annually at a time and place of their choice.

Section 2. Executive Staff. The Board of Directors shall have authority to select and engage such executive staff as it deems proper.

Section 3. Services Provided to ~~Associate-Non-Members~~. The Board of Directors shall have the authority to determine the services to be available to ~~associate non-votingnon-~~members. _

Section 4. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, member, or volunteer 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 liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the Restated Articles of Incorporation.

Article XII – National Presence

Section 1. National Affiliations. The Board of Directors may determine methods to advance the goals and policies of IASB by approving memberships or affiliations with other state school boards associations and participating in the activities thereof.

Section 2. Ex Officio Director. At any time an office on the board of directors of a national association of state school boards associations is held by a member of the corporation said person shall serve as an ex officio voting member of the Board of Directors of the corporation.