

BY-LAWS

IOWA ALLIANCE FOR ARTS EDUCATION

Updated 6-25-2010

ARTICLE I

Name and Location

- Section 1. The name of this Corporation shall be the Iowa Alliance for Arts Education.
- Section 2. The principal office of the corporation shall be 1610 Prospect Terrace, Davenport, IA 52803.
- Section 3. Other offices for the transaction of business shall be located where the Executive Board may determine.

ARTICLE II

Purposes

- Section 1. The purpose of this corporation to which all its powers are dedicated is to
- A. Conduct activities to promote public appreciation of arts education by increasing awareness, recognition and support of policies, practices and partnerships designed to ensure life-long quality arts education for all Iowans.
 - B. In order to accomplish the foregoing purpose, the Corporation shall have all powers and only those powers permitted under Iowa law, except that, anything to the contrary notwithstanding in these Articles of incorporation, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future tax code.
 - C. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

Executive Board

- Section 1. The property and business of this corporation shall be managed by, an Executive Board which shall consist of not less than five (5) members. These positions may include Communications Chair and At-Large.
- Section 2. Each member of the Executive Board shall serve for a term of three (3) years from the date of his/her appointment.—The term may be renewed twice.
- Section 3. Vacancies occurring on the Executive Board shall be filled by the Chair. An Executive Board member appointed to fill a vacancy shall hold office for the remainder of the original term.
- Section 4. A member who fails to attend three (3) Board meetings in any one-year period may be removed from office, by unanimous vote of the remaining Executive Board members.

ARTICLE IV

Officers

- Section 1. The Officers of the corporation shall be Chair, Chair-Elect, Secretary, Treasurer, and Past-Chair. The Chair-Elect, Chair, and Past-Chair are two (2) year terms.
- Section 2. The duties of the officers shall be those listed in the job description and shall also include any responsibilities duly assigned by the Executive Board of the corporation.
- Section 3. The Officers shall constitute an Executive Committee, which may meet separately from the Executive Board, as they or the Chair deem necessary.

ARTICLE V

Executive Board Meetings

- Section 1. Meetings of the Executive Board shall take place upon call of the Chair or a majority of the members of the Executive Board and shall be at such place and time as may be set in the call. The Executive Board will meet at least four (4) times a year.
- Section 2. A quorum for the purpose of conducting business at any meeting of the Executive Board shall be a simple majority of the Members and the act of the majority present at the meeting shall be considered to be the act of the Executive Board.
- Section 3. Notices of all meetings of the Executive Board shall be given at least seven (7) days prior to the meetings.

ARTICLE VI

Advisory Council

- Section 1. The Advisory Council shall consist of representatives from arts education organizations, state agencies, and other professional and arts agencies.
- Section 2. Members of the Advisory Council shall meet at least twice each year and may take part in ad hoc committees.

ARTICLE VII

Committees

The Chair shall appoint ad hoc committees as needed. These committees may consist of a single person, and committee members need not be Board members. The Executive Director shall be an ex officio member of all committees.

ARTICLE VIII

Year

The fiscal year of this corporation shall commence on July 1 and end on the following June 30.

ARTICLE IX

Conflict of Interest

- Section 1. No member of the Executive Board shall knowingly take any action or make any statements intended to influence the action of the Corporation in any such way as to confer any financial benefit on such member or on any firm or corporation in which the Board member has a significant interest as partner, director or officer.
- Section 2. These guidelines shall not be construed as preventing or discouraging any member of the Executive Board or its committees from disclosing relevant information with respect to any matter of which he has knowledge or from answering questions or stating his position with respect to any such matter.
- Section 3. Any member of the Executive Board who is aware of a potential conflict of interest with respect to any matter which may come before the Board or its committees shall disclose immediately to the Board or committee, as the case may be, the potential conflict of interest and shall refrain from voting on such matter.

ARTICLE X

Dissolution

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Executive Board, distributed to or sold and the proceeds of such sales distributed to any organization(s) organized and operating for the same purposes for which the Corporation is organized and operating exclusively for religious, charitable, scientific, literary, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code. All such organizations, corporations, funds, or foundations shall be exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Amendments by Voting Members

Section 1. These By-Laws may also be altered, amended or repealed and new By-Laws may be adopted by the Executive Board by affirmative vote of either (a) a majority of the number of members present at two (2) consecutive meetings at which a quorum of such members is in attendance or (b) 75% of the number of members present at any meeting at which a quorum of members is in attendance; however, no By-Law adopted by the members may be amended or repealed by the Executive Board if the By-Law so adopted so provides.

Section 2. Any action taken or authorized by the Executive Board, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of members required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

JOB DESCRIPTIONS

Under current by-laws the Alliance must have officers to perform official duties and functions of the organization. This must include a Chair, Chair-Select, Secretary, Treasurer, and Past-Chair.

Chair

The Chair has the major task of motivating and coordinating the work of the Board in response to the needs identified by the Alliance membership. Duties include:

- Prepare the agenda for and preside at all meetings of the Executive Board and Advisory Board
- Appoint any ad hoc committees and/or committee chairpersons.
- Serves as an ex-officio member of all committees and review all committee reports and recommendations prior to Board review and action.
- Represents (or designates another member of the board to represent) the Alliance at official functions and meetings.
- Reviews the Alliance's annual audit/review.

Chair-Elect

- Assume all duties and responsibilities of the Chair in his/her absence and other duties as assigned by the Chair and/or Executive Board.
- Understudy the Chair in preparation for assuming that position at the end of the current term of office.
- Provide leadership for long-range planning.

Secretary

- Record and prepare written summary (or supervise the recording and preparation of a written summary) of discussion and actions taken during each meeting of the Executive Board and the Executive Committee.
- Distribute the minutes to board members.
- Submit a copy of all minutes to the Executive Director.
- Maintain a copy of all minutes of the Alliance.
- Maintain and/or supervise development and maintenance of the Alliance's archives.

Treasurer

- Assist the Chair in the development of the Alliance budget in cooperation with the Executive Director.
- Assist the Executive Director with establishing policies and procedures for general fiscal management of the organization.
- Submit a monthly financial report to the Executive Director and the Executive Committee.
- Approve and sign all checks for disbursements, except where the Executive Director as been given the authority by the Board to sign checks limited to a designed maximum amount.
- Prepare, coordinate, and assist the Executive Director with the annual audit/review.
- Submit copies of all records and/or financial reports to the Executive Director as completed.
- Assist in fundraising for the Alliance

At-Large Positions

Communications

- To assist the Executive Board and Executive Director in communication with each other, the membership, and the public.
- Produce and disseminate IAAE newsletter.
- Create and execute the IAAE website, keeping information current and relevant.
- Design effective and innovative communication copy and materials, including new modes of electronic communication.
- Assist with the IAAE Strategic Plan using technology

General

- Duties as assigned by chair of the Executive Board