

**BYLAWS of the  
AMERICAN EDUCATIONAL STUDIES ASSOCIATION, INCORPORATED**

**ARTICLE I. NAME AND PURPOSES**

1.1 **Name.** The name of this Corporation shall be the AMERICAN EDUCATIONAL STUDIES ASSOCIATION, INCORPORATED.

1.2 **Purpose.** The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It has been established as a nonprofit corporation whose purposes are:

1.2.1 To promote the academic study of educative processes, educational policy, and the school as a fundamental societal institution. All analytical and interpretative approaches appropriate for the academic study of education shall be encouraged in the membership;

1.2.2 To increase collaboration in the field of educational studies by providing contacts between scholars of education and those from other disciplines who have an interest in the field of education;

1.2.3 To promote the improvement of teaching and research in areas related to educational studies;

1.2.4 To facilitate the publication and dissemination of the results of such research; and

1.2.5 To cooperate wherever possible with organizations of professional educators.

1.3 **Limitations on the Activity of the Corporation.** The Corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

1.4 **Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or any other private person, 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 of the Corporation as described in these Bylaws. Except as an insubstantial part of its activities, the Corporation shall not attempt to influence legislation of any city, county, state or federal government, by contacting or urging the public to contact members of a legislative body for any purpose or advocating the adoption or rejection of legislation.

1.5 **Dissolution.** Upon the dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after satisfaction of the Corporation's obligations and liabilities shall be distributed to any organization selected by the Corporation's Board of Directors which at the time of distribution is qualified as a Section 501(c)(3) corporation under the Internal Revenue Code, and no assets of the Corporation shall inure to any director, officer or member of the Corporation or any other individual.

1.6 **Affiliations.** The Corporation shall be a Council Member of the Council of Social Foundations of Education (CSFE) so long as the purposes of the CSFE remain congruent with the purposes of the Corporation. Representatives from the membership of the Corporation shall be appointed or elected as per the practices of CSFE.

1.6.1 The Corporation shall have the authority to recognize affiliations with other organizations focused on the field of educational studies and consistent with the purposes of the Corporation.

## **ARTICLE II. MEMBERSHIP**

2.1 **Membership.** The Corporation will have members, but no shares of stock shall be issued. All persons interested in and willing to further the purposes of the Corporation as set forth in Article 1.2 are eligible for membership. Categories of membership shall be determined by the Executive Council. All members in good standing (except institutional sponsors) are voting members of the Corporation.

2.2 **Rights and Privileges of Membership.** All voting members shall have the full rights and privileges of members of the Corporation, and shall have an equal opportunity to be elected to office and to serve on committees, commissions, and boards.

2.3 **Dues.** Membership dues shall be determined by the Executive Council. A raise in dues shall not be retroactive and shall be effective at the time of the Executive Council vote. Members shall be considered to be in good standing provided that their dues are paid. Membership is annual, and commences on the date of payment for the duration of one year.

## **ARTICLE III. EXECUTIVE COUNCIL OFFICERS, AT-LARGE MEMBERS, AND STAFF**

### **3.1 General Requirements:**

3.1.1 **Nominees** for membership on the Executive Council or staff positions shall be members of the Corporation in good standing at the time of nomination; and, if elected, shall maintain membership in the Corporation during their term of office; the Secretary shall verify membership in good standing at the time of nomination and for the duration of elected office;

3.1.2 **Removal.** Any Executive Council Officer, At-Large Member, or Staff member who fails to maintain membership in the Corporation, or who fails to satisfactorily perform the duties required by their

position (as laid out in the Policies and Procedures Manual), may be removed from their position; a call for removal may be initiated at the request of any Executive Council member and requires a two-thirds majority vote of the Executive Council;

3.1.3 **No person** shall hold more than one elected position simultaneously;

3.1.4 **Elected Executive Council Officers and At-Large Members** (as defined in Section 3.2) shall be ineligible for any other elected position until one year after the expiration of their term.

**3.2 Elected and Appointed Executive Council Officers and At-Large Members.** Voting members of the Executive Council include all elected and appointed officers and members except the Executive Director. The positions of Vice-President and At-Large Members shall be filled by elections held by members of the Corporation. The Executive Director and the Secretary are appointed by voting members of the Executive Council.

3.2.1 The **Vice President** shall be elected for a one-year term, after which they shall participate in the presidential succession, becoming President-Elect in Year Two, President in Year Three, and Immediate Past President in Year Four. Major responsibilities include but are not limited to attending all meetings of the Executive Council, serving on the Program Committee, organizing the Butts and Kneller lecture committees, and working with the President-Elect in organizing the Annual Conference. The Vice-President shall preside at meetings of the Corporation and the Executive Council in the absence of the President and the President-Elect, and shall assume the office of President-Elect should there be a vacancy in that position. The Vice President shall perform all other duties from time to time that may be assigned to them by the Executive Council. Please refer to the current Policies and Procedures Manual for more details.

3.2.2 **Secretary.** The Secretary shall be appointed by the Executive Council, shall serve a minimum of three years, and may be re-appointed for additional terms by the Executive Council. Major responsibilities include but are not limited to attending all meetings of the Executive Council, keeping the minutes and current records of the Corporation, the Executive Council, and the committees of the Executive Council; seeing that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; conducting elections in collaboration with the Communications Director; keeping accurate membership rosters; managing registration and membership at the Annual Conference, and performing all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to them by the Executive Council and Executive Director. Please refer to the current Policies and Procedures Manual for more details.

3.2.3 **Executive Director.** The Executive Director shall be appointed by Executive Council, shall serve a minimum of five years, and may be re-appointed for additional terms by the Executive Council. The Executive Director is a non-voting member of the Executive Council. The Executive Director shall provide general and active management of the business of the Corporation, collaborate with other officers, staff, agents and employees, and provide guidance in the legal and practical operation of the

business of the Corporation. Major responsibilities include but are not limited to attending all meetings of the Executive Council, managing and overseeing the Treasury, serving as Site Coordinator, acting as Managing Editor of the official journal of the organization, providing organizational and logistical support for the Annual Conference, facilitating organizational operations, and such other duties as may from time to time be assigned to them by the Executive Council. Please refer to the current Policies and Procedures Manual for more details.

3.2.4 Three **At-Large Members** of the Executive Council shall be elected each year for three-year terms. The duties of the Executive Council are enumerated in Article 4, below. Please refer to the current Policies and Procedures Manual for more details.

3.2.5 Two **Graduate Student At-Large Members** of the Executive Council shall serve staggered, two-year terms. One graduate student member shall be elected each year. The Graduate Student Council shall be responsible for the nominations process. Graduate Student nominees must have graduate student status for the duration of their term, or at least until May of the year their term ends. Graduate Student members are elected to the Executive Council by the membership at large in the general election. Please refer to the current Policies and Procedures Manual for more details.

3.3 **Executive Officers.** The Executive Officers of the Corporation are the President-Elect, President, and Immediate Past President who are voting members of the Executive Council. Executive officers shall attend all meetings of the Executive Council.

3.3.1 **President-Elect.** The senior executive officer of the Corporation shall be President-Elect who shall succeed for a one-year term to that position from the office of Vice President. Major responsibilities include but are not limited to serving as Program Chair for the Annual Conference and being responsible for the content of the Annual Conference. In the absence of the President, the President-Elect shall preside at business meetings of the Corporation and meetings of the Executive Council, and shall assume the office of President should there be a vacancy in that position. Completion of another President's term shall not affect the President-Elect's right to serve as President for a normal term. The President-Elect shall perform all duties as from time to time may be assigned to them by the Executive Council. Please refer to the current Policies and Procedures Manual for more details.

3.3.2 **President.** The chief executive officer of the Corporation shall be the President, who shall succeed for a one-year term to the position from the office of the President-Elect. Major responsibilities include but are not limited to presiding at the annual business meetings of the Corporation and meetings of the Executive Council. The President shall perform all duties incident to the office of President and Chief Executive Officer, including but not limited to a Presidential Address at the Annual Conference (to be published in the official journal of the Corporation), as well as such other duties as may from time to time be assigned to them by the Executive Council. Please refer to the current Policies and Procedures Manual for more details.

**3.3.3 Immediate Past President.** The President shall become the Immediate Past President upon the end of their term as President and shall serve as a voting member of the Executive Council in that capacity for a one-year term. Major responsibilities include but are not limited serving as Chair of the Nominations Committee for the upcoming election cycle, serving as Chair of the Graduate Student Awards Committee, and such duties and obligations as may from time to time be assigned to them by the Executive Council or the President. Please refer to the current Policies and Procedures Manual for more details.

**3.4 Staff.** The following staff shall be appointed by the Executive Council for three-year terms, and may be re-appointed for additional terms by the Executive Council: Book Exhibit Coordinator(s); Communications Director; Critics' Choice Book Award Coordinator(s); Historian(s); and Parliamentarian. Editors of the official journal of the Corporation shall be appointed by the Executive Council for a five-year term, and may be re-appointed for additional terms by the Executive Council.

**3.4.1 The Book Exhibit Coordinator(s)** shall be responsible for the overall organization of the Book Exhibit at the Annual Conference. Major responsibilities include but are not limited to contacting publishers to display books, arranging for special author sessions, working with the Graduate Student Executive Council Members to coordinate exhibit volunteers and interns, overseeing payments from exhibitors, and giving all monies and receipts from publishers and book donations to the Executive Director for deposit into Corporation account(s). Please refer to the current Policies and Procedures Manual for more details.

**3.4.2 The Communications Director** shall serve as the primary public contact for Corporation members and non-members. Major responsibilities include but are not limited to creating, curating, and managing all published content; responding to queries and comments; managing the member listserv, Corporation social media, and Corporation website; working with the Secretary to conduct elections; compiling reports; sending notices of meetings; and shall do so in a timely and convivial manner. Please refer to the current Policies and Procedures Manual for more details.

**3.4.3 Critics' Choice Book Award Coordinator(s)** shall Chair the Critics' Choice Book Award committee. Major responsibilities include but are not limited to appointing members in good standing each year to serve on the committee, soliciting nominations from members in good standing for books to be considered, establishing parameters for the review process, and overseeing the selection of texts for the award. Please refer to the current Policies and Procedures Manual for more details.

**3.4.4 The Editor(s)** of the official journal of the Corporation shall work with the publisher to produce the official journal of the Corporation. Major responsibilities include but are not limited to recommending members for the Editorial Advisory Board (Sec. 5.2.2) to the Executive Council for approval; recommending editorial policies to the Executive Council for approval; being responsible for all matters related to publication for the respective journal; and submitting annual reports of the journal's activities to the Executive Council, including a proposed budget for the operation of the journal. Please refer to the current Policies and Procedures Manual for more details.

**3.4.4.1 Selection of Editor(s) of Educational Studies.** The Executive Council shall select the Editor(s) of Educational Studies. Candidates may be a single editor or an editorial team. Editorial terms are five years, editors/editorial teams may reapply for an additional term, but editors/editorial teams may not serve more than two consecutive terms. Editor(s) must be members of AESA in good-standing at the time of application and have been members in good-standing for a minimum of three of the previous five years. The editor(s), if from an academic institution, must hold tenure. A committee of at least two current Editorial Board and three Executive Council members will develop a call and selection process. Please refer to the current Policies and Procedures Manual for more details.

**3.4.5 The Historian(s)** of the Corporation shall collect and maintain the historical records of the Corporation. Major responsibilities include but are not limited to providing documents or copies of documents at the request of the President or other officers; and at the direction of the Executive Council, publishing historical information about the Corporation. Please refer to the current Policies and Procedures Manual for more details.

**3.4.6 The Parliamentarian** provides structure and parameters to official meetings of the Corporation (including but not limited to all Executive Council meetings and general business meetings). Major responsibilities include but are not limited to advising the presiding officer and other officers, committees, and members on matters of parliamentary procedure; utilizing the most recent version of Robert's Rules of Order as the basis for parliamentary procedure to maintain order during meetings of the Corporation; maintaining accountability to the Corporation's Bylaws, including recommendation of revision to the Bylaws as necessary; and facilitating face-to-face and virtual voting processes. Please refer to the current Policies and Procedures Manual for more details.

**3.4.7 The Executive Council** may appoint additional staff and employees as needed to carry on the work of the Corporation.

**3.5 Effective Terms of Office:** All terms of office begin at the first Executive Council meeting following the Annual Business Meeting. All terms of office end at the conclusion of the Annual Business Meeting. Executive Council members in the presidential succession, from Vice President to Immediate Past President, serve for one year; Graduate Student At-Large Members serve for two years, and At-Large Members and Officers serve for three years. The terms of office may also end upon early retirement or removal.

**3.6 Resignation.** Any executive council officer, at-large member, or staff of the Corporation may resign at any time by giving written notice of their resignation to the Executive Council or to the Secretary. Any resignation shall take effect at the time specified or, if no time is specified, immediately upon its receipt; and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

**3.7 Vacancies.** A vacancy in any staff position, for whatever reason, may be filled for the unexpired portion of the term, in the manner prescribed in these Bylaws for the appointment for such position. Vacancies in offices of elected officers shall be filled pursuant to Article 4.6 and vacancies in offices of executive officers shall be filled pursuant to Article 3.3.

**3.8 Records.** All executive council officers, at-large members, and staff of the Corporation shall maintain records of their respective positions throughout their terms and shall provide the Communications Director and Historian(s) with final copies of all annual reports at the conclusion of the Annual Conference. Records will be posted to the Corporation website and archived as appropriate. At the expiration of their terms, they shall submit all records of their work to their successors. Please refer to the current Policies and Procedures Manual for more details.

**3.9 Publications.** Official publications of the Corporation shall be managed by editors/editorial teams and advisory boards as provided in these Bylaws. All revenues generated by the publications belong exclusively to the Corporation and are governed by the provisions of these Bylaws.

**3.9.1 Advertising.** As agents of a tax-exempt incorporation described in Section 501(c) (3) of the Internal Revenue Code, editors and other staff associated with Corporation publications may *only* solicit or accept advertising which promotes the tax-exempt educational purposes of the Corporation, including, but not limited to, the advertising of scholarly books and academic journals related to the study of education. If the educational function of the advertising is deemed *incidental* to the controlling aim of stimulating demand for the advertised products and differs in no essential respect from the informational function of any commercial advertising, it must be treated as Unrelated Business Income and will be subject to Federal Tax under IRS Regulation #1.513(d)(4)(iv).

**3.9.2** The *Educational Studies journal* shall be the official publication of the Corporation. It shall primarily publish articles related to the scholarly concerns of the Corporation, reviews of books and other media of interest to the membership. It shall also publish the annual Presidential Address, as well as the annual R. Freeman Butts and George Kneller lectures from the Annual Conference.

**3.9.3** The Executive Council shall have the authority to enter into contracts with other journals that publish articles related to the scholarly concerns of the Corporation.

**3.9.4** Other publications may be authorized by the Executive Council, which shall name an editor(s) or editorial team and stipulate a budget. All royalties and other revenues accruing from such publications shall be returned to the general funds of the Corporation, or to such special funds as may be authorized and designated by the Executive Council.

#### **ARTICLE IV. EXECUTIVE COUNCIL**

**4.1 The Executive Council.** The voting members of the Executive Council shall be the elected and appointed executive officers, officers, and members (Secs. 3.2 and 3.3), and shall not consist of fewer than nine (9) members.

**4.2 Powers.** The business and affairs of the Corporation shall be managed by the Executive Director and overseen by the Executive Council. The Executive Director, in conjunction with the Executive Council, may exercise all such authority and on such powers set forth in the Certification of Incorporation, these Bylaws or the Delaware General Corporation Law (the "Statue"). The Executive Council shall be the principal policy-making body of the Corporation and shall adopt rules and regulations necessary for the conduct and maintenance of the Corporation; shall review and recommend approval of the Bylaws of the Corporation, and any changes thereto; shall appoint the officers and staff authorized in Article 3; shall appoint committee, commission, and board members where authorized; shall have oversight of the management of the funds of the Corporation; and shall determine the annual dues, the conference registration fees, and other assessments as appropriate.

#### **4.3 Executive Council Meetings.**

**4.3.1 Place of Meeting.** Executive Council meetings may be held within or outside of the State of Delaware, as the Executive Council may from time to time determine or shall be specified in the notice or waiver of notice of such meeting.

**4.3.2 Regular Meetings.** There shall be at least two meetings of the Executive Council held during the Annual Conference, one of which shall be at the beginning of the Annual Conference and one of which shall be held at the end of the Annual Conference. A third meeting of the Executive Council shall be held in the spring, at the site of the Annual Conference for that year. Executive Council members are expected to participate in all meetings as part of their responsibilities during the course of their term. Please refer to the current Policies and Procedures Manual for more details.

**4.3.3 Other Regular Meetings** may be called by a majority of the voting members of the Executive Council at such time and at such place as the Executive Council may determine from time to time. Notice of such meetings of the Executive Council need not be given except as otherwise required by the Statute or these Bylaws.

**4.3.4 Virtual Meetings.** Outside of the Annual Conference and Mid-Year Meeting, the Executive Council shall employ the use of a virtual meeting platform to conduct Corporation business. Executive Council members are expected to participate in all virtual meetings as part of their responsibilities during the course of their term. Please refer to the current Policies and Procedures Manual for more details.

**4.3.5 Special Meetings** of the Executive Council may be called by one or more of the members of the Executive Council.



4.3.5.1 **Notice** of each special meeting of the Executive Council and of each regular meeting of the Executive Council for which notice shall be required shall be given by the Secretary, or any duly authorized officer, by delivery to each member at least twenty-four hours before the time at which such meeting is to be held. Such notice shall state the time, place, and modality of the meeting.

4.3.6 **Waiver of Notice.** Notice of any such meeting shall not be required to be given to any member of the Executive Council who shall attend such meeting in person and shall not, at the beginning of such meeting, object to the transaction of any business because of lack of notice to them or because the meeting is not lawfully called or convened, or who shall, either before or after the meeting, submit a signed waiver of notice. Except as otherwise specifically required by these Bylaws, neither the business to be transacted at, nor the purpose of any regular or special meeting need be specified in a written waiver or notice.

4.3.7 **Quorum.** A majority of the voting members of the Executive Council shall participate, either in-person or virtually, at any meeting of the Executive Council in order to constitute a quorum for the transaction of business at such meeting, and, except as otherwise expressly required by the Statute or the Certificate of Incorporation, the act of a majority of the voting members of the Executive Council present at any meeting at which a quorum is present shall be the act of the Executive Council. In the absence of a quorum at any meeting of the Executive Council a majority of the members present thereat, or if no member is present, the Secretary, may adjourn such meeting to another time and place, or such meeting, unless it is the first meeting of the Executive Council after the Annual Business Meeting, need not be held. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

4.3.8 **Organization.** At each meeting of the Executive Council, the President, or, in their absence or inability to act, the President-Elect, or, in their absence or inability to act, the Vice President, or in their absence or inability to act, another member chosen by a majority of the voting members present shall act as chair of the meeting. The Secretary or, in their absence or inability to act any person appointed by the Chair of the meeting shall act as Secretary of the meeting and keep the minutes thereof.

4.3.9 **Agendas.** The President shall prepare the agendas for the Executive Council meetings and distribute them electronically to Executive Council members at least forty-eight hours prior to the meeting.

4.3.10 **Rules of Order.** Robert's Rules of Order, current edition, shall be used to conduct meetings of the Executive Council. The Parliamentarian shall provide structure and parameters.

4.4 **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Executive Council or any committee thereof may be taken without a meeting if all members of the Executive Council or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Council or committee.

**4.5 Membership Ratification.** In addition to actions required by the Statute to be presented to the members of the Corporation for a vote, policy decisions of the Executive Council shall be presented to the membership for ratification at the Annual Business Meeting and/or via a virtual voting platform whenever one-third of the Executive Council members present and voting request to do so.

**4.6 Vacancies.** Vacancies in the positions of Vice President, Secretary, and the At-Large Members of the Executive Council may be filled as follows: The President may either recommend a replacement to the Executive Council or direct the Nominations Committee to nominate replacement candidates to fill the vacancy. The replacement shall be approved by a majority of the voting members of the Executive Council then in office, even if less than a quorum. Any replacement member will fulfill the remainder of the term of the vacancy. When one or more voting member(s) resign from the Executive Council effective at a future date, a majority of the voting members then in office, including the person(s) who have submitted an intent to resign, shall have the power to fill the vacancy or vacancies. A vacancy in the position of Executive Director shall be filled as follows: The Secretary shall concurrently serve as the Interim Executive Director until such time as the Executive Council appoints a replacement.

**4.7 Resignations.** Any elected or appointed member or officer of the Executive Council may resign at any time by giving written notice of their resignation to the Executive Council. Any resignation shall take effect at the time specified or, if no time is specified, immediately upon its receipt; and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective. Such resignation constitutes resignation from both membership on Executive Council and any elected or appointed office held. Voting members retain voting rights until such time as the resignation becomes effective.

**4.8 Compensation.** The Executive Council shall have authority to fix the compensation, including fees and reimbursement of expenses, of members, elected and appointed officers of the Executive Council, and staff, for services to the Corporation in any capacity.

## **ARTICLE V. COMMITTEES, COMMISSIONS, AND BOARDS**

**5.1 Committees of the Executive Council.** The Executive Council may, by a resolution passed by a majority of the Executive Council, designate one or more committees, each committee to consist of one or more of the voting members of the Executive Council. The Executive Council may designate one or more voting members of the Executive Council as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members present at any meeting of a committee, whether or not they constitute a quorum of the committee, may unanimously appoint another voting member of the Executive Council to act at the meeting in place of any absent or disqualified member.

The committees of the Executive Council shall include:

**5.1.1 Nominations Committee.** The Immediate Past President shall serve as Chair of the Nominations Committee for the upcoming election cycle, and shall put together a committee, consisting of no fewer

than five members in good standing who have a demonstrated leadership history with the Corporation. The Nominations Committee must additionally include one graduate student representative who is also a member in good standing. The Chair shall bring forth names of recommended committee members to the Executive Council at the Mid-Year Meeting for approval. The Nominations Committee shall perform the duties outlined in Article VII, Elections. Please refer to the current Policies and Procedures Manual for more details.

**5.1.2 Program Committee.** The Program Committee shall be appointed each year by the President-Elect, who shall serve as the Program Chair. The Program Committee shall represent the geographic and disciplinary diversity of the Corporation and shall consist of members in good standing at the time of their appointment and maintain their memberships throughout their appointments. The Program Committee is primarily responsible for reviewing conference submissions and any other duties assigned by the Program Chair. Please refer to the current Policies and Procedures Manual for more details.

**5.2 Advisory Committees, Commissions and Boards.** The Corporation can establish advisory committees, commissions and boards (that provide advisory and non-management services to the Corporation) as needed by resolution of the Executive Council. Appointees to advisory committees, commissions, and boards of the Corporation shall be members in good standing of the Corporation at the time of their appointment and maintain their memberships throughout their appointments. Failure to maintain membership or to perform committee, commission, or board duties satisfactorily shall be reason for removal from office, with a vote of two-thirds of the Executive Council present and voting. For committees, commissions and boards with standing meetings at the Annual Conference, attendance at such meetings is an expectation of membership of said committees, commissions, or boards.

**5.2.1 Committee on Academic Standards and Accreditation** (established 1978). The Committee on Academic Standards and Accreditation has responsibility for maintaining and, when appropriate, updating, the Standards for Academic and Professional Instruction in Foundations of Education, Educational Studies, and Educational Policy Studies. Its other duties include but are not limited to making professional educators aware of the Standards and educating foundations of education faculties regarding the use of the Standards. The Committee will consist of nine members who are members in good standing of the Corporation at the time of their nomination, and maintain their membership throughout the duration of appointment. Failure to maintain membership shall be reason for removal. Six of the members will serve staggered three-year terms so that two of these members will be replaced annually. In addition, one-year terms will be served by each of the following: an international representative, a specific appointee of the President, and a specific appointee of the president of the Council of Social Foundations of Education (CSFE). The Committee shall solicit nominations for new members from the Corporation membership and shall elect from this list of nominees the new appointees to be recommended for approval by the Executive Council. The Committee shall elect a chair from its members to serve a two year term.

**5.2.2 Editorial Advisory Board.** The Editorial Advisory Board of the official journal of the Corporation shall consist of twenty-four members, who are members in good standing of the Corporation at the time

of their nomination and who shall maintain their memberships throughout their appointments, except as approved by the Executive Council. Board members shall represent the geographic and disciplinary diversity of the Corporation. Failure to maintain membership shall be reason for removal by Executive Council. The Editor(s) of the official journal shall recommend Editorial Advisory Board members for approval by the Executive Council. The appointments to office are for three years, and shall be staggered so that eight of the members are appointed each year. The Editorial Advisory Board shall establish policy for and advise the Editor(s) on the operation of the official journal. Please refer to the current Policies and Procedures Manual for more details.

**5.2.3 Butts Lecture Advisory Committee.** The Butts Lecture Advisory Committee shall be chaired by the Vice-President. The Butts Lecture Advisory Committee shall recommend individuals for consideration by the Executive Council as Butts Lecturers for the Annual Conference. Butts Lecturers shall be (1) persons who have made significant contributions to the study of education as a field of academic inquiry; (2) scholars who have addressed the substantive human and societal concerns about education as process and institution; and (3) individuals recognized for their leadership, teaching, and service within the foundations of education or one or more of the constituent disciplines.

5.2.3.1 The Vice-President shall appoint a Butts Lecture Advisory Committee that represents the geographic and disciplinary diversity of the organization. Butts Lecture Advisory Committee members must be members in good standing at the time of their appointment. The committee shall be constituted no later than January 1 and shall consist of not fewer than five persons.

5.2.3.2 The Butts Lecture Advisory Committee shall provide a list of recommended Butts Lecturers which the Vice-President shall submit to the Executive Council no later than two weeks prior to the Executive Council Mid-Year Meeting. Executive Council shall rank these recommendations.

5.2.3.3 The subsequent invitation to a Butts Lecture nominee shall be extended by the Vice-President who shall have the discretion to invite another individual from the Executive Council's ranked list if the first individual does not accept the invitation. The final selection and acceptance shall be made at least six months prior to the next Annual Conference. By January 1st immediately following the lecture, the Butts Lecturer will submit a completed manuscript of the lecture to the Editor(s) of the official journal of the Corporation. Please refer to the current operating policies and procedures for more specifics about the process.

**5.2.4 Kneller Lecture Advisory Committee.** The Kneller Lecture Advisory Committee shall be chaired by the Vice-President. The Kneller Lecture Advisory Committee shall recommend individuals for consideration by the Executive Council as Kneller Lecturers for the Annual Conference. Kneller Lecturers shall be individuals recognized for their leadership, teaching, and service within the study of philosophy of education.

5.2.4.1 The Vice-President shall appoint a Kneller Lecture Advisory Committee that represents the geographic and disciplinary diversity of the Corporation. Kneller Lecture Advisory Committee members

must be members in good standing at the time of their appointment. The committee shall be constituted no later than January 1 and will consist of not fewer than five persons.

5.2.4.2 The Kneller Lecture Advisory Committee shall provide a list of recommended Kneller Lecturers which the Vice-President shall submit to the Executive Council no later than two weeks prior to the Executive Council Mid-Year Meeting. Executive Council shall rank these recommendations.

5.2.4.3 The subsequent invitation to a Kneller Lecture nominee shall be extended by the Vice-President who shall have the discretion to invite another individual from the Executive Council's ranked list if the first individual does not accept the invitation. The final selection and acceptance shall be made at least six months prior to the next Annual Conference. By January 1st immediately following the lecture, the Kneller Lecturer will submit a completed manuscript of the lecture to the Editor(s) of the official journal of the Corporation. Please refer to the current operating policies and procedures for more specifics about the process.

5.2.5 **Committee for Equitable Accessibility and Inclusion.** The Committee for Equitable Accessibility and Inclusion (CEAI) shall solicit expert advice as needed, from within or outside the Corporation, to advise and provide recommendations to the EC regarding issues of accessibility and inclusion as they affect the diverse access needs of AESA members. The Committee will consist of five members who are members in good standing of the Corporation at the time of their nomination, and maintain their membership throughout the duration of appointment. Failure to maintain membership shall be reason for removal. Four of the members will serve staggered two-year terms so that two members will be replaced each year. In addition, a one-year term will be served by an EC member appointed by the President. The committee shall solicit nominations each year for new members from the Corporation membership. The current Chair of the committee shall recommend appointees to the Executive Council for approval. The committee shall elect a chair from its members to serve a two-year term.

5.2.6 **Compensation Committee.** In order to establish appropriate compensation for the Executive Director, an Executive Officer, an appointed Officer, a staff member, or anyone else receiving compensation, the Compensation Committee shall research and make recommendations about compensation to the Executive Council based on a review of data from comparable organizations (for example, in terms of scope, finances, and mission). The Executive Council makes all final decisions regarding compensation. The committee will be comprised of no fewer than three members of the Executive Council, appointed by the President. Please refer to the current operating policies and procedures for more specifics about the process.

5.2.7 **Bylaws Committee.** The Bylaws Committee shall be chaired by the Parliamentarian, the Secretary shall maintain standing membership, and an additional committee member from the Executive Council shall be appointed by the President. The Bylaws Committee shall be responsible for ensuring that the bylaws are congruent with the decisions enacted by Executive Council each year. The Bylaws Committee shall maintain a list of potential bylaws revisions, based on decisions taken by Executive Council during the previous year. At the Mid-Year Meeting, the Bylaws Committee shall present a

recommendation to the Executive Council regarding whether a Bylaws revision is needed that year. Please refer to the current operating policies and procedures for more specifics about the process.

#### **5.2.8 Award Committees.**

**5.2.8.1 Critics' Choice Book Award Committee.** The Critics' Choice Book Award Committee (CCBAC) shall garner nominations for books in the foundations of education or its constituent disciplines that are considered to be of particular merit and worthy of particular recognition by the membership, as well as shall select the award winners.

**5.2.8.1.2** The President shall seek nominations for the position of Chair of the CCBAC. Nominees must be members in good standing at the time of nomination and must maintain their membership throughout the term of their appointment. The Chair of the CCBAC serves a three year appointment. By January 1, nominees should submit a letter of interest with qualifications to the President, who will present the slate to the Executive Council at the Mid-Year Meeting. The incoming CCBAC Chair is appointed at the Mid-Year Meeting, and will begin their term at the first Executive Council meeting following that year's Annual Business Meeting.

**5.2.8.1.3** The Chair shall request nominations from the membership of those willing to serve on that year's CCBAC. Members of the CCBAC must be members in good standing at the time of recruitment, and books can only be nominated by members in good standing. Please refer to the current operating policies and procedures for more specifics about the process.

**5.2.8.2 Taylor & Francis Past Presidents' Award for Outstanding Graduate Student Research Committee.** The Taylor & Francis Past Presidents' Award for Outstanding Graduate Student Research Committee shall solicit and review nominations for up to four \$500.00 awards. This award is intended to recognize emerging scholars in the broad field of educational studies by supporting advanced graduate students in their dissertation writing and professional development.

**5.2.8.2.1** The Immediate Past President shall chair the committee, which shall be comprised of no less than one other EC member and a member in good standing from the general Corporation membership. The Immediate Past President shall bring forth names of recommended committee members to the Executive Council by the Mid-Year Meeting for approval. A call for papers will go out no later than thirty days prior to the Annual Meeting. Please refer to the current operating policies and procedures for more specifics about the process.

**5.2.8.3 Taylor & Francis Award for Lifetime Achievement in the Foundations of Education Selection Committee.** The Taylor & Francis Lifetime Achievement Award Selection Committee shall recommend candidates for the award. Lifetime Achievement awardees shall be individuals who have enriched our understanding of education through philosophical, historical, political, sociological, anthropological, economic, comparative/international, or cultural studies research and scholarship. The recipient of the

Lifetime Achievement Award will receive a \$1000 cash award and recognition at the Annual Award Ceremony.

5.2.8.3.1 The President shall appoint an Executive Council member to chair the Taylor & Francis Lifetime Achievement Award Committee. The chair will be appointed by the President at the first Executive Council Meeting following the Annual Business Meeting. The Chair will recruit an even number of additional committee members from among the Corporation's members. Committee members must be members in good standing at the time of their appointment and maintain membership throughout the duration of the process. The Chair shall bring forth names of recommended committee members to the Executive Council by December 1 for approval.

5.2.8.3.2 The Committee shall prepare a slate of nominees for office by formally soliciting nominations from the membership of the Corporation, and by its own deliberations. The Committee shall prepare a ranked list of nominees recommended to receive the award, which the Chair shall submit to the Executive Council no later than two weeks prior to the Executive Council Mid-Year Meeting for an Executive Council vote. Please refer to the current operating policies and procedures for more specifics about the process.

**5.3 Ad Hoc Committees.** The President has the power to put in place ad hoc committees, and chairs of those committees, as needed.

**5.4 Duties of Chairpersons of Committees, Commissions and Boards.** Chairpersons of committees, commissions, and boards shall provide annual reports to the Executive Council based on their work during the previous year and shall maintain operating records throughout the terms of their appointment. Annual reports must be provided to the Secretary for distribution at least one week prior to the meeting at which it will be discussed. At the expiration of their terms, chairs shall submit all records associated with the position to their successors.

## **ARTICLE VI. INDEMNIFICATION**

### **6.1 Indemnification of Officers, Executive Council Members and Staff**

**6.1.1 Officers, Executive Council Members, and Staff.** The Corporation shall indemnify to the fullest extent permitted by law, any person who is made, or is threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the Corporation) by reason of the fact that:

6.1.1.1 the person is or was an officer, Executive Council member or staff of the Corporation or any of its subsidiaries;

6.1.1.2 the person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries; or

6.1.1.3 the person is or was serving, at the request of the Corporation or any of its subsidiaries, as an officer, Executive Council Member, or as staff or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe their conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect of any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

6.1.2 **Employees and Other Agents.** The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.

6.1.3 **Nonexclusivity of Rights.** The rights conferred on any person by this paragraph shall be in addition to any rights to which a person may otherwise be entitled under any certificate of incorporation, bylaw, agreement, the Statute, policy of insurance, vote of Executive Council, or otherwise.

6.1.4 **Advancement of Expenses.** The right to indemnification under this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided, however, that, if the Statute requires, the payment of such expenses incurred in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnified person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Section or otherwise.

6.1.5 **Survival of Rights.** The rights conferred on any person by this paragraph shall continue as to a person who has ceased to be an officer, Executive Council member, staff, employee or agent of the Corporation; and shall inure to the benefit of the heirs, executors and administrators of such person.

6.1.6 **Amendments.** Any repeal of this Article VI shall be prospective only and no repeal or modification of this Article VI shall adversely affect any right or protection that is based upon this Article VI and pertains to an act or omission that occurred prior to the time of such repeal or modification.

## **ARTICLE VII. ELECTIONS**



7.1 **Frequency.** Elections shall be held annually. The election will begin no later than September 15 of each year.

7.2 As noted in 5.1.1, the Immediate Past President shall serve as Chair of the Nominations Committee for the upcoming election cycle, and shall put together a committee, consisting of no fewer than five members in good standing who have a demonstrated leadership history with the Corporation. The Nominations Committee must additionally include one graduate student representative. The Chair of the Nominations Committee will bring a list of committee members to the Mid-Year Meeting for approval by the Executive Council.

7.2.1 The Nominations Committee shall prepare a slate of nominees for office by formally soliciting nominations from the membership of the Corporation, and by its own deliberations. The Committee shall employ care, good reason, evidence, and principled decision-making in narrowing a pool of candidates into a slate that broadly represents membership characteristics. The slate shall consist of at least two and no more than three candidates for each of the positions to be filled. Nominees for office must be members of the Corporation in good standing at the time of their nomination and shall have indicated their consent and commitment to be nominees by signing the Expectations and Responsibilities for Executive Council Members Form. The Chair shall submit the recommended slate of nominees to the Executive Council for approval no later than August 1. Members of the Nominations Committee shall not be eligible for nomination for office.

7.2.2 The Graduate Student Council shall be responsible for the nominations process of graduate student representatives. They shall supply the names of least two and no more than three candidates to the Chair of the Nominations Committee for inclusion on the slate, which will be submitted to the Executive Council for approval no later than August 1.

7.2.3 The nominees receiving the plurality of votes for an office shall be declared elected. In the case of a tie vote, a vote of the Executive Council shall determine the outcome. Once the election process is complete, the results shall be submitted to the President. All nominees will be notified of the outcome of the election no less than thirty days prior to the Annual Conference. After all nominees have been notified of the outcome of the election, the President can inform the membership.

## **ARTICLE VIII. MEETINGS OF THE MEMBERS OF THE CORPORATION**

8.1 **Annual Conferences.** The members of the Corporation shall meet annually at the Annual Conference. The Executive Council shall set the time and place of the Annual Conference, which barring unforeseen circumstances will adhere to the following rotation: Baltimore, San Antonio, Seattle, Pittsburgh, and Wild Card. The annual conference may be held in conjunction with other organizations whose purposes are congruent with the purposes of the Corporation. The Annual Program will be planned by the President-Elect, the Program Committee, and the Executive Director.

**8.2 Annual Business Meeting.** The Annual Business Meeting of the membership of the Corporation shall be held during the Annual Conference, and represents the conclusion of annual Corporation business. At the Business Meeting: newly elected officers and members of the Executive Council shall be announced; prior actions and votes of the Executive Council shall be announced; and the financial report of the Corporation shall be distributed. Members attending the Annual Business Meeting shall decide upon all matters provided for in Article 4.5; and members may direct the Executive Council to take action on matters arising from the floor.

**8.3 Special Meeting.** Special meetings of the membership of the Corporation, unless otherwise prescribed by the Statute, may be called at any time by the Executive Council or by the President and shall be called by the President or the Secretary at the request in writing of at least twenty-five percent of the voting members of the Corporation.

**8.4 Quorum.** A minimum of one-third of the voting membership of the Corporation, present in person or by proxy, shall constitute a quorum for the transaction of any business at any meeting of the membership of the Corporation. In the absence of a quorum, any officer of the Corporation or a majority of the voting members present, may adjourn the meeting. Any business that did not get transacted due to the adjournment of the meeting because of the lack of a quorum may be transacted at a future date and time, to be determined by the Executive Council.

**8.5 Voting.** Except as otherwise required by the Statute or in the Certificate of Incorporation, each voting member of the Corporation shall be entitled to one vote. Each member is entitled to vote either electronically or in person during the specified voting period. Members of the Corporation may authorize another person or persons to act for them by Proxy in the event of a vote during the Business Meeting at the Annual Conference. Any such proxy shall be delivered to the Secretary of the meeting either prior to or at the beginning of the meeting at which the vote will take place. Except as otherwise provided by the Statute, these Bylaws, or the Certificate of Incorporation, any corporate action to be taken by the vote of the members of the Corporation shall be authorized by a majority of the total votes cast by the members present in person or by proxy and entitled to vote on such action.

**8.6 Organization.** At each meeting of the membership of the Corporation, the President, or in their absence or inability to act, the President-Elect, shall act as Chair of the meeting. The Secretary, or in their absence or inability to act, any person appointed by the Chair of the meeting, shall act as Secretary of the meeting and take the minutes thereof. The Secretary shall be responsible for providing the minutes to the Communications Director for distribution to the membership at least one week prior to the Annual Business Meeting. Once approved at the following annual Business Meeting, minutes will be posted on the Corporation website.

**8.7 Notice of Meetings.** Notice of the place, date and time of each Annual Business Meeting and special meeting of the membership of the Corporation and, in the case of a special meeting, the purpose or purposes thereof, shall be given to each member of the Corporation in good standing, not less than twenty nor more than sixty days before the date of such Annual Business Meeting. This information will

be delivered electronically by the Communications Director. Notice of an adjourned meeting need not be given if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each voting member of the Corporation.

**8.8 Waiver of Notice.** Notice of a meeting shall not be required to be given to any member who shall attend such meeting in person or by proxy and shall not, at the beginning of such meeting, object to the transaction of any business because of lack of notice to them or because the meeting is not lawfully called or convened, or who shall, either before or after the meeting, submit a signed waiver of notice, in person or by proxy. Neither the business to be transacted at, nor the purpose of the Annual Business Meeting or special meeting of the members of the Corporation, need be specified in a written waiver or notice.

**8.9 Agendas.** The President shall prepare the agendas for the Annual Business Meeting and all special meetings of the membership of the Corporation, and provide them to the Communications Director for distribution to the membership at least one week prior to the Annual Business Meeting.

**8.10 Rules of Order.** Robert's Rules of Order, current edition, shall be used to conduct all Executive Council meetings, the Annual Business Meeting, and all special meetings of the membership of the Corporation. The Parliamentarian shall provide structure and parameters.

**8.11 List of Members.** At such time as a vote of the membership is necessary, the Secretary of the Corporation shall prepare a list of all eligible voters. This list shall be open to the examination by any member, for purpose germane to the vote, by request. A list shall also be kept and made available at the time and place of any meeting of the Corporation during the whole time thereof, and may be inspected by any member who is present and requests to do so.

**8.12 Action by Written Consent.** Any action which is required to be or may be taken at any meeting of membership of the Corporation may be taken without a meeting, without prior written notice to members and without a vote if consents in writing, setting forth the action so taken, shall have been signed by the members having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all members entitled to vote thereon were present and voted.

**8.13 Duration and Revocation of Consents.** Consents to corporate action shall be valid for a maximum of sixty days after the date of the earliest dated consent delivered to the Corporation in the manner provided in Section 228(c) of the Statute. Consents may be revoked by written notice (i) to the Corporation, (ii) to the member or members soliciting consents or soliciting revocations in opposition to action by consent proposed by the Corporation (the "Soliciting Members"), or (iii) to a proxy solicitor or other agent designated by the Corporation or the Soliciting Members.

8.14 **Notice of Action by Consent.** The Corporation shall give prompt notice to the members of the Corporation of the result of any consent solicitation or the taking of the corporate action without a meeting by less than unanimous written consent.

## **ARTICLE IX. FINANCES**

9.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on June 30.

9.2 **Financial Authority.** Revenues of the Corporation shall be disbursed only by direction of the Executive Council.

9.3 **Limitations.** Revenue accruing to the Corporation shall be used exclusively for the work of the Corporation. The Executive Council shall have authority to establish reasonable compensation for service to the Corporation for the Executive Director, an Executive Officer, an appointed Officer, a staff member, or anyone else who renders service to the Corporation. Officers and others performing duties for the Corporation may be compensated and/or reimbursed for expenses related to their duties, as approved by the Executive Council.

9.3.1 **Setting Compensation When Allowed.** The Compensation Committee researches and makes recommendations to the Executive Council about the compensation of the Executive Director, an Executive Officer, an appointed Officer, a staff member, or anyone else receiving compensation. The Executive Council makes all final decisions regarding compensation. The Compensation Committee shall a) recuse members who receive compensation for duties to the Corporation; b) rely on appropriate comparative data, including comparable agreements in similar organizations, compensation levels for similar positions in both exempt and taxable organizations, and regional economic data; c) document the information and rationale upon which it makes its compensation determinations; and d) shall consist of no fewer than three solely disinterested persons with respect to the transaction in question.

9.4 **Audits.** The Corporation's financial accounts, including the accounts of its official publication(s), shall be occasionally audited according to procedures established by the Executive Council.

9.5 **Special Funds.** All royalties collected from the publication of *Pride and Promise: Schools of Excellence for All the People* (Corporation, 1984) shall be collected in the Maxine Greene Fund. Interest accrued in the Maxine Greene Fund shall be used exclusively to promote further publications dedicated to informing public debate on educational issues of concern to the Corporation and its members. The Maxine Greene Fund is under the exclusive authority of the Executive Council.

## **ARTICLE X. AMENDMENTS**

10.1 **Procedure.** Amendments or other necessary changes to these Bylaws may be recommended for approval by the Executive Council, or may be proposed by a minimum of twenty members of the Corporation in good standing who may submit amendments in writing to the Executive Council. The

Executive Council shall direct the Secretary to distribute the proposed amendments to the membership, together with an explanation of the amendments, with or without recommendation, for a vote either electronically or in person.

10.2 **Vote.** Amendments or other necessary changes shall be adopted if quorum is achieved, and if the amendment is approved by two-thirds of the members voting, and shall be effective immediately upon such vote.

#### **ARTICLE XI. MISCELLANEOUS**

11.1 **Form of Records.** Any records maintained by the Corporation in the regular course of its business may be kept in paper copies or on any other information storage device (electronic or otherwise), provided that the records so kept can be converted into a clearly legible form within a reasonable time. The Corporation shall so convert any records upon the request of any person entitled to inspect them. Historical documents are kept by Georgia State University Library, Special Collections and Archives.

I, the undersigned, Secretary of the Corporation, do hereby certify that the foregoing is a true, complete, and accurate copy of the Bylaws of American Educational Studies Association, Incorporated, duly adopted by unanimous consent of the Executive Council on the XXth day of MONTH 2018, and I do further certify that these Bylaws have not since been altered, amended, repealed, or rescinded, and are now in full force and effect.



Pamela J. Konkol, Secretary  
*October 2018*

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