

**BYLAWS
of the
AMERICAN EDUCATIONAL STUDIES ASSOCIATION,
INCORPORATED
ARTICLE I. NAME AND PURPOSES**

1. 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 members) 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 beginning of a forthcoming membership year. Members shall be considered to be in good standing provided only that their dues are paid for the membership year. Dues shall be for the calendar year and shall be due on 1 January of each year.

ARTICLE III. OFFICERS AND STAFF

3 3.1 General Requirements for Officers:

3.1.1 **Nominees** for office 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;

3.1.2 **Removal.** Any staff member who fails to maintain membership in the Corporation or who fails to satisfactorily perform the duties required by his or her position may be removed from his or her position by a vote of two-thirds of the Executive Council present and voting;

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

3.1.4 **Elected officers** (as defined in Section 3.2) shall be ineligible for any other elected office until one year after the expiration of their term.

3.2 **Elected Officers.** All elected officers are voting members of the Executive Council. The following offices shall be filled by elections by the members of the Corporation: Vice-President; Secretary; Treasurer; At-Large Members of the Executive Council.

3.2.1 The **Vice President** shall be elected for a one-year term and shall become President-Elect the following year and otherwise participate in the presidential succession set forth in Section 3.3 (and as such, the person elected to the office of Vice President shall serve a term of four years as a member of the Executive Council). The Vice President shall serve on the Program Committee and shall assist its Chair (President-Elect) in organizing the Annual Convention. 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 may that be assigned to him or her by the Executive Council.

3.2.2 **Secretary.** The Secretary shall be elected for a three-year term and shall keep the minutes and current records of the Corporation and the Executive Council and the committees of the Executive Council; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall conduct elections; shall be custodian of the records and the seal of the Corporation and affix and attest the seal to all documents to be executed on behalf of the Corporation under its seal; and shall keep accurate membership rosters; see that the books, reports, statements, and other documents and records required by law to be kept and filed are properly kept and filed; shall conduct membership campaigns; and shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Executive Council.

3.2.3 **Treasurer.** The Treasurer shall be elected for a three-year term and shall be bonded by the Corporation; shall receive all money of the Corporation and provide for its safekeeping in a reliable bank; pay all authorized warrants; keep a record of all receipts and expenditures of the Corporation; file appropriate tax forms; prepare a financial report after each fiscal year for presentation at the Executive Council Meeting and distribution to the membership at the Annual Business Meeting; make initial budget proposals; shall serve as managing editor of the official journal of the corporation; review and sign annual conference contracts, and shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Council.

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.

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.

3.3.1 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**. The President shall have the general and active management of the business of the Corporation and general and active supervision and direction over the other officers, staff, agents and employees and shall see that their duties are properly performed. The President shall preside at 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 and such other duties as may from time to time be assigned to him or her by the Executive Council. The President shall become the **Immediate Past President** upon the end of his or her term as President and shall serve as a voting member of the Executive Council in that capacity for a one-year term after serving as President. The Immediate Past President shall have such duties and obligations as may from time to time be assigned to him or her by the Executive Council or the President.

3.3.2 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. The President-elect shall chair the Program Committee, shall appoint its members, and shall be responsible for organizing the annual convention. The President-Elect shall preside at business meetings of the Corporation and meetings of the Executive Council in the absence of the President, 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 him or her by the Executive

Council.

- 3.4 **Staff.** The following staff shall be appointed by the Executive Council for three-year terms, and may be reappointed: Editor of the Newsletter; Editor (s) and of the official journal of the Corporation; Site Selection Coordinator; Book Exhibit Coordinator, and Historian.

3.4.1 The **Editor of the Newsletter** shall be responsible for preparing and distributing accounts of the activities of the Corporation.

3.4.2 The **Editor (s)** of the official journal of the Corporation shall recommend members of respective editorial Council (Sec. 5.2.1); shall establish the policies of the respective journals with the concurrence of the Executive Council; responsible for all matters related to publication for the respective journal; and shall submit to the Executive Council annual reports of the journal's activities, and a proposed budget for the operation of the journal.

3.4.3 The **Historian(s)** of the Corporation shall maintain the historical records of the Corporation; shall provide documents or copies of documents at the request of the President or other officers; and shall, at the direction of the Executive Council, publish historical information about the Corporation.

3.4.4 The **Site Selection Coordinator** of the Corporation shall investigate appropriate convention sites, under the direction of the Executive Council; shall be empowered to make the initial contract agreements with the convention-site hotels; shall serve as a consultant to the President-Elect in her or his role as Chair of the Program Committee; and shall assist the President-Elect with contract issues with the Convention hotel.

3.4.5 The **Book Exhibit Coordinator** shall contact publishers to display books at the Annual Convention; shall be responsible for the Book Exhibit at the Annual Convention; and shall turn over to the Treasurer all receipts from fees and sales of books.

3.4.6 The **Executive Council** may appoint additional staff and employees (to carry on the work of the Corporation.

- 3.5 **Effective Terms of Office:** Newly elected officers, and officers in the presidential succession, shall take their respective offices at the first meeting of the Executive Council following the Annual Business Meeting. The terms of office of officers end upon their earlier retirement or removal or the election and qualification of their successor.

- 3.6 **Resignation.** Any officer or staff of the Corporation may resign at any time by giving written notice of his or her resignation to the Executive Council or the Secretary. Any such resignation shall take effect at the time specified therein or, if

no time is specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 3.7 **Vacancies.** A vacancy in any staff position, whether arising from death, resignation, removal or any other cause, may be filled for the unexpired portion of the term of the position which shall be vacant, 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 officers and staff of the Corporation shall maintain records of their office throughout their terms; at the expiration of their terms, they shall submit these records to their successors. Older records shall be submitted to the Historian.
- 3.9 **Officers' Bonds or Other Security.** If required by the Executive Council, any officer or staff of the Corporation shall give a bond or other security for the faithful performance of his or her duties, in such amount and with such surety or sureties as the Executive Council may require.
- 3.10 **Publications.** Official publications of the Corporation shall be managed by editors 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.
 - 3.10.1 **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).
 - 3.10.2 *News and Comment* shall be the official newsletter of the Corporation. It shall be published and distributed at least four times each year.
 - 3.10.3 *Educational Studies* shall be the official journal 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, and shall publish the annual presidential address, the annual R. Freeman Butts lecture, and the annual Kneller lecture.

3.10.4. 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.

3.10.5 Other publications may be authorized by the Executive Council, which shall name an editor or editors 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 4.1 **Members of the Executive Council.** The voting members of the Executive Council shall be the elected officers and executive officers (Secs. 3.2 and 3.3), and shall not consist of fewer than seven (7) members.
- 4.2 **Powers.** The business and affairs of the Corporation shall be managed by the Executive Council. 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 approve Bylaws of the Corporation; shall appoint the staff authorized in Article 3 and appoint committee, commission, and board members where authorized; and shall have control and management of the funds of the Corporation and shall determine the annual dues, the convention registration fees, and other assessments.
- 4.3 **Executive Council Meetings.**
- 4.3.1 **Place of Meeting.** Executive Council meetings may be held within or without 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 There shall be at least two meetings of the Executive Council held during the Annual Convention, one of which shall be held immediately after the Annual Business Meeting for the purpose of organization, the appointment of staff of the Corporation, and the transaction of other business.
- 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. If any day fixed for a meeting of the Executive Council shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day. 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 **Special Meetings** of the Executive Council may be called by one or more of the members of the Executive Council.
- 4.3.5 **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 either personally, by telephone, by electronic mail or by fax, at least twenty-four hours before the time at which such meeting is to be held or by first class mail, postage prepaid, addressed to him or her at his or her residence, or usual place of business, at least three days before the day on which such meeting is to be held, and such notice shall state the time and place 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 him or her 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 be present in person 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 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 be 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 his or her absence or inability to act, the President-elect, or, in his or her absence or inability to act, the Vice President, or in his or her absence or inability to act, another member chosen by a majority of the voting members present shall act as chair of the meeting and preside thereat. The Secretary or, in his or her absence or inability to act any person appointed by the chair shall act as secretary of the meeting and keep the minutes thereof and shall distribute them to members of the Executive Council at least two months prior to the next Executive Council meeting. Minutes shall be made available upon request to any member of the Corporation in good standing.
- 4.3.9 **Agendas.** The President shall prepare the agendas for the Executive Council meetings.

- 4.3.10 **Rules of Order.** Robert's Rules of Order, current edition, shall be used to conduct meetings of the Executive Council.
- 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 whenever one-third of the Council members present and voting request to do so.
- 4.6 **Vacancies.** Vacancies in the offices of Vice President, Secretary, Treasurer and the At-Large Members of the Executive Council may be filled as follows: The President may either recommend a replacement or direct the Nominations Committee to nominate replacement candidates to fill the vacancy, which replacement shall be approved by a majority of the voting members of the Executive Council then in office, though less than a quorum, or by a sole remaining voting member, and the voting members so chosen shall hold office until the next election and until their successors are duly elected and shall qualify, unless sooner displaced. Except as otherwise provided in these Bylaws, when one or more voting member(s) shall resign from the Executive Council, effective at a future date, a majority of the voting members then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each so chosen shall hold office as provided in this Section for the filling of other vacancies.
- 4.7 **Resignations.** Any voting member of the Executive Council may resign at any time (which such resignation must be with regard to both such person's membership on the Executive Council and such person's elected office) by giving written notice of his or her resignation to the Executive Council. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.8 **Removal.** Any member of the Executive Council may be removed, with cause, at any time, by the affirmative vote of a majority of the voting members of the Corporation given at a special meeting of the members of the Corporation called and held for the purpose.
- 4.9 **Compensation.** The Executive Council shall have authority to fix the Compensation, including fees and reimbursement of expenses, of members of the Executive Council, elected officers and staff, for services to the Corporation in any capacity.

ARTICLE V. COMMITTEES, COMMISSIONS, AND BOARDS

- 5 5.1 **Committees of the Executive Council.** The Executive Council by resolution passed by a majority of the whole 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 thereof present at any meeting of such committee and not disqualified from voting, 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. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Executive Council, shall have and may exercise all the powers and authority of the Executive Council in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The committees of the Executive Council shall include:

5.1.1 **Nominating Committee.** The Executive Council shall select a Nominating Committee of not fewer than five members, and shall name the chair of the committee from among those selected. The Nominating Committee shall perform the duties outlined in Article VII, Elections.

5.1.2 **Program Committee.** The Program Committee shall be appointed each year by the President-Elect, who shall serve as its Chair. The Program Committee is responsible for planning and conducting the Annual Convention.

5.2 **Advisory Committees, Commissions and Boards.** The Corporation shall have such advisory committees, commissions and boards (which shall provide advisory and non-management services to the Corporation) as may be provided herein or otherwise provided by resolution of the Executive Council. Appointees to advisory committees, commissions, and boards of the Corporation shall be members of the Corporation at the time of their appointment and shall 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 upon a two-thirds vote of the Executive Council present and voting.

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:

5.2.1.1 making professional educators aware of the Standards;

5.2.1.2 educating foundations of education faculties regarding the use of the Standards;

5.2.1.3 gain support of accreditation and state departments of education in the general enforcement of the Standards.

The Committee will consist of nine members, six of whom 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 annually solicit nominations for new members from the Corporation membership and shall elect from these nominees 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 each consist of eighteen members recommended by the Editor of Educational Studies, and appointed by the Executive Council. The term of office shall be three years and the appointments to office shall be staggered so that six of the members are appointed each year. The Board shall establish policy for and advise the Editor on the operation of the respective journals.

5.2.3 Butts Lecture Advisory Committee. The Butts Lecture Advisory Committee shall recommend individuals for consideration by the Executive Council as Butts Lecturers. 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 President-Elect shall appoint a Butts Lecture Advisory Committee to the Annual Convention. The committee will consist of not fewer than five persons.

5.2.3.2 Butts Lecturers shall be selected according to the following procedures:

5.2.3.2.1 The Advisory Committee shall solicit nominees from the corporation's membership through the Newsletter or other effective means;

5.2.3.2.2 The Advisory Committee shall look for nominees within the membership but is not limited to Corporation members in determining its recommendations;

5.2.3.2.3 The Executive Council shall recommend one or more nominees to the Program Committee Chair (President-Elect);

5.2.3.2.4 The subsequent invitation to a Butts Lecture nominee shall be extended by the President-Elect who shall have discretion to invite another individual from the Committee's list if the Executive Council's nominee is not available. The final selection and acceptance shall be made at least six months prior to the next Annual Convention. By January 1st immediately following the lecture, the Butts Lecturer will submit a completed manuscript of the lecture to the editor of *Educational Studies*.

5.2.4 Kneller Lecture Advisory Committee. The Kneller Lecture Advisory Committee shall recommend individuals for consideration by the Executive Council as Kneller Lecturers. Kneller lecturers shall be individuals recognized for their leadership, teaching, and service within the study of philosophy of education.

5.2.4.1 The President-Elect shall appoint a Kneller Lecture Advisory Committee to the Annual Convention. The committee will consist of not fewer than five persons.

5.2.4.2 Kneller Lecturers shall be selected according to the following procedures:

5.2.4.2.1 The Advisory Committee shall solicit nominees from the Corporation's membership through the Newsletter or other effective means;

5.2.4.2.2 The Advisory Committee shall look for nominees within the membership but is not limited to Corporation members in determining its recommendations;

5.2.4.2.3 The Executive Council shall recommend one or more nominees to the Program Committee Chair (President-Elect);

5.2.4.2.4 The subsequent invitation to a Kneller Lecture nominee shall be extended by the Program Committee Chair, who shall have discretion to invite another individual from the Committee's list if the Executive Council's nominee is not available. The final selection and acceptance shall be made at least six months prior to the next Annual Convention. By January 1st immediately following the lecture, the Kneller Lecturer will submit a completed manuscript of the lecture to the editor of *Educational Studies*.

5.2.5 Publications Committee. The Publications Committee shall be responsible for general oversight of all regular and special publications of the Corporation, including its journal(s) and Newsletter. It shall solicit proposals for, and advise the Executive

Council concerning editorships; and shall seek information and provide advice to the Executive Council on all questions pertaining to publications, at the direction of the Executive Council. The Publications Committee shall consist of no fewer than three members, one of whom shall be designated chair, for four-year terms. At least one member should have served in an editorial capacity for the Corporation.

5.2.6 Critic's Choice Committee. The Critic's Choice Committee shall submit to the Book Exhibit Coordinator a list of new and recent books in the foundations of education or its constituent discipline that it considers of particular merit and worthy of particular notice at the annual meeting. The Book Exhibit Coordinator shall feature the books in the Book Exhibit, and shall publish the Committee's recommendations. The committee shall be appointed by the Book Exhibition Coordinator, and shall serve for one year.

5.3 Duties of Chairpersons of Committees, Commissions and Boards.

Chairpersons of committees, commissions, and boards shall make annual business and financial reports to the Executive Council; shall maintain operating records throughout their terms of appointment; and, at the expiration of their terms, shall submit those records to their successors. Older records shall be submitted to the Historian.

ARTICLE VI. INDEMNIFICATION

6 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 him 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 his 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 his 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 **7.1 Frequency.** Elections shall be held annually at the Annual Business Meeting.

7.2 Procedure:

- 7.2.1 The Nominating Committee shall be established according to the provisions outlined in Article 5.1.1, and its membership shall be announced to the membership of the Corporation.
- 7.2.2 The Nominating 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 slate shall consist of at least two persons for each office to be filled. Members of the Nominating Committee shall not be eligible for nomination for office.
- 7.2.3 The Nominating Committee shall insure that the slate broadly represents membership characteristics. Nominees 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.
- 7.2.4 The Secretary shall distribute to the membership the slate of nominees, including a biographical sketch of each nominee, with the notice of the Annual Business Meeting.
- 7.2.5 Prior to the first meeting of the Executive Council at the Annual Convention, the President shall appoint a **Board of Tellers**, consisting of three voting members of the Corporation, one of whom shall be designated Chairperson. The Board of Tellers shall serve as inspectors of election with regard to the election of officers and members of the Executive Council. Each member of the Board of Tellers, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at the meeting with strict impartiality and according to the best of his ability. The inspectors shall determine the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members of the Corporation. The inspectors shall provide to the Chair of the meeting and to the Secretary a written report of any challenge, request, or matter determined by them and shall execute a certificate of any fact found by them. The nominee receiving the plurality of votes for an office shall be declared elected. In the case of a tie vote, a second election during the Annual Business Meeting shall determine the elected candidate. The results shall be posted immediately and announced at the Annual Business Meeting.

ARTICLE VIII. MEETINGS OF THE MEMBERS OF THE CORPORATION

- 8 8.1 **Annual Conventions.** The members of the Corporation shall meet annually at the Annual Convention. The Executive Council shall set the time and place, within or without the State of Delaware, of the Annual Convention, and shall announce the time and place at least six months prior to the Annual Convention. Such conventions may be held in conjunction with other organizations whose purposes are congruent with the purposes of the Corporation. The program of the Annual Convention will be planned by the President-Elect and the Program Committee, as provided in Articles 3.2.1, 3.3.1 and 5.1.2.
- 8.2 **Annual Business Meeting.** The Annual Business Meeting of the members of the Corporation shall be held during the Annual Convention for the election of officers and members of the Executive Council and for the transaction of such other business as may come before the meeting, at such date, time, and location, within or without the State of Delaware, during the Annual Convention as the Executive Council shall designate. At such Annual Business Meeting, actions of the Executive Council shall be announced; 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; members may direct the Executive Council to take action on matters arising from the floor.
- 8.3 **Special Meeting.** Special meetings of the members of the corporation, unless otherwise prescribed by the Statute, may be called at any time by the Executive Council or the President and shall be called by the President or Secretary at the request in writing of at least 25% of the voting members of the Corporation.
- 8.4 **Quorum.** A minimum of one-third of the voting members of the Corporation present in person or by proxy shall constitute a quorum for the transaction of any business at any meeting of the members of the Corporation. In the absence of a quorum, a majority of the voting members of the Corporation present in person or by proxy, or if no such voting member is present, then any officer of the Corporation may adjourn the meeting. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.
- 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 entitled to vote at any meeting of the members of the Corporation may authorize another person or persons to act for him or her by Proxy signed by such member or his or her attorney in fact, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period. Any such proxy shall be delivered to the Secretary of the meeting at or prior to the time designated in the order of business for so delivering such proxies. 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. Unless required by the Statute or determined to be advisable by the chair of the meeting, the vote on any matter need not be by written ballot. On a vote by written ballot, each ballot shall be signed by the member voting or by his proxy if there be such proxy.

- 8.6 **Organization.** At each meeting of the members of the Corporation, the President, or in his or her absence or inability to act, the President-elect, shall act as chair of the meeting. The Secretary, or in his or her 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, and shall distribute them to members of the Executive Council at least two months prior to the next Executive Council meeting. Minutes shall be made available upon request to any member of the Corporation in good standing.
- 8.7 **Notice of Meetings.** Notice of the place, date and time of the holding of each Annual Business Meeting and special meeting of the members of the Corporation and, in the case of a special meeting, the purpose or purposes thereof, shall be given personally or by mail in postage prepaid envelopes to each member of the Corporation in good standing, not less than twenty (20) nor more than sixty (60) days before the date of such Annual Business Meeting, and, if mailed, shall be directed to such member at his or her address as it appears on the records of the Corporation, unless he or she shall have filed with the Secretary a written request that notices to him or her be mailed to some other address, in which case it shall be directed to him or her at such other address. 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 him or her 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 members of the Corporation.
- 8.10 **Rules of Order.** Robert's Rules of Order, current edition, shall be used to conduct the Annual Business Meeting and all special meetings of the members of the Corporation.

- 8.11 **List of Members.** The Secretary of the Corporation shall prepare and make, at least ten days before the Annual Business Meeting, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. Such list shall be open to the examination of any member, for purposes germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.
- 8.12 **Action by Written Consent.** Any action which is required to be or may be taken at any meeting of members 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 (60) 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 9.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on June 30. Members shall receive a financial report of the Corporation at the Annual Business Meeting.
- 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. No part of the income of the Corporation shall be paid to any member as wages or salary, but officers and others performing duties for the Corporation may be reimbursed for expenses related to their duties.

- 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 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, with the notice of Annual Business
- 10.2 **Meeting.** Amendments or other necessary changes shall be adopted if approved by two-thirds of the members voting, and shall be effective immediately upon such vote.

ARTICLE XI. MISCELLANEOUS

- 11 11.1 **Seal.** The Executive Council shall provide a corporation seal, which shall be in the form of the name of the Corporation and the words and figures "Corporate Seal American Educational Studies Association, Incorporated Delaware".
- 11.2 **Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

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 written consent of the Executive Council on the 2nd day of November 2006, 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.

Secretary

November, 2006