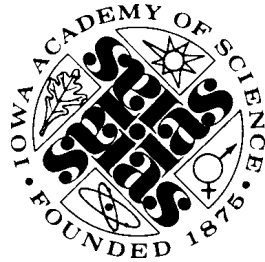


IOWA ACADEMY OF SCIENCE



Constitution

Bylaws

Articles of Incorporation

2005

CONSTITUTION OF THE IOWA ACADEMY OF SCIENCE, INC.

(Adopted 1970, and Revised 1972, 1974, 1975, 1976, 1977, 1978, 1981, 1983, 1985, 1990, 2001, and 2005)

ARTICLE I - NAME

This organization shall be known as *The Iowa Academy of Science* and shall be incorporated as a non-profit organization under the laws of the State of Iowa.

ARTICLE II - OBJECTIVES

The objectives of the Iowa Academy of Science shall be the promotion of interest in the sciences, in scientific research, improvement of instruction in the sciences, the dissemination of scientific knowledge, and the recognition of high achievement in attaining these objectives in the State of Iowa.

ARTICLE III - MEMBERSHIP

Section 1. *Categories of Membership.* The membership shall consist of Emeritus Members/Fellows, Fellows, Members, Student Members, Life Members/Fellows, Corporate Members, and Institutional Members. No candidate for membership shall be excluded on the basis of sex, religion, race, color, or national origin.

1a. *Emeritus Members/Fellows.* Upon retirement, Members/Fellows who have been members in good standing for a total of 15 years may request transfer to the status of Emeritus Member/Fellow.

1b. *Fellows.* Fellows may be elected by the Board of Directors from those members who have provided meritorious service to the Academy and effective promotion of science in Iowa. Qualified Members may apply for Fellow status or may be nominated for Fellow status by Members or Fellows of the Academy. Nominees are expected to provide evidence of their qualifications, documenting exemplary contributions to the Academy and its programs. Consideration will be given to such activities as publication of papers in the journals of the Academy, presentations at the Annual Meeting and/or Iowa Science Teachers Fall Conference, publication of other scholarly work, active involvement in Academy committees and/or leadership positions, outstanding teaching, and service in promoting the goals and objectives of the Academy. A Fellow may become a Life Fellow by payment of the dues prescribed in the Bylaws.

1c. *Members.* Persons actively engaged in scientific research, application of science, teaching of science, or administration of science are encouraged to become members of the Iowa Academy of Science. The activities and programs of the Academy are targeted for such an audience. In addition, membership in the Iowa Academy of Science is open to anyone who supports the objectives and standard of the Academy. A member may become a Life Member by payment of the dues prescribed in the Bylaws.

1d. *Student Members.* Students in institutions of higher learning may apply for membership as Student Members.. Students may be asked to supply proof of full-time student status.

1e. *Corporate Membership and Institutional Membership.* Corporations or institutions interested in supporting the Academy may become Corporate Members or Institutional Members. Corporate membership is open to for-profit businesses. Institutional Membership is open to educational institutions of higher learning and nonprofit organizations.

Section 2. *Privileges.* Only Members and Fellows shall be eligible to hold office in the Academy and have full voting privileges.

ARTICLE IV - OFFICERS

Section 1. *President.* The President-elect shall succeed to the office of President at the adjournment of the next Annual Meeting following election, serving as President for a period of one year. The President shall discharge the usual duties and have such powers as generally pertain to the office or as may be required by this Constitution, or by the Bylaws, or by the Articles of Incorporation, or by the Board of Directors. In the event of resignation, absence, disability, or death the duties of President shall be assumed for the remainder of the unexpired term by the President-elect.

Section 2. *President-elect.* The President-elect shall be a Fellow or Member elected annually in accordance with the Bylaws; the term of office shall commence at the adjournment of the Annual Meeting. The President-elect shall become President at the Annual Meeting in the following year, performing such duties and having such powers as required by this Constitution, or by the Bylaws, or by the Articles of Incorporation, or by the Board of Directors. In the event of resignation, absence, disability, or death, the duties of the office shall be assumed for the remainder of the unexpired term by the immediate Past-president.

Section 3. *Immediate Past-president.* The immediate Past-president shall continue as an officer of the Academy for one year beyond the term of office as President and shall perform such duties as required by this Constitution or by the Bylaws, or by the Articles of Incorporation, or by the Board of Directors. In the event of resignation, absence, disability or death, the duties of the office shall be assumed for the remainder of the unexpired term by a Member or Fellow, properly qualified, appointed by the Board of Directors.

Section 4. *Executive Director.* The Executive Director shall be appointed by the Board of Directors. The term of office shall commence on the first day of July following appointment. The Executive Director shall be custodian of the funds of the Academy and shall collect all monies due the Academy, and shall perform such other duties and have such powers as required by the Constitution, or by the Bylaws, or by the Articles of Incorporation, or by the Board of Directors. In the event of resignation, absence, disability, or death, the duties of the office shall be assumed for the balance of the unexpired term by a Member or Fellow appointed by the Board of Directors.

Section 5. All officers shall be expected to reside in the State of Iowa during the tenure of their office. An officer who moves to another state after election shall be expected to resign the office.

ARTICLE V-BOARD OF DIRECTORS

Section 1. *Authority.* The authority to manage the affairs of the Academy shall be vested in the Board of Directors. The Board of Directors is empowered to engage the services of qualified individuals to assist in the proper execution of the activities of the Academy.

Section 2. *Membership.* The voting members of the Board of Directors shall be the President, President-elect, the immediate Past-president, plus six Fellows or Members to serve three year terms, two to be elected annually. None of the six elected Directors shall be a chairperson of a Standing Committee. The Executive Director shall be an ex-officio non-voting member of the Board.

Section 3. In the event of the resignation, absence, disability, or death of a Director, the balance of the unexpired term shall be filled by a Member or a Fellow appointed by the remaining members of the Board of Directors.

ARTICLE VI-PROSCRIPTIONS

Section 1. The Academy shall be organized and operated for the advancement of scientific work and science-related educational activities for the benefit of the State of Iowa.

Section 2. The Academy shall not be organized nor operated for profit, either to itself or to any officer or, member of, or substantial contributor to, the Academy. This shall not, however, prevent the Academy from engaging in all activities permitted to it by Article IV of the Articles of Incorporation.

Section 3. The Academy shall not pay compensation to any member, nor to any other individual, beyond that which is a reasonable salary or compensation for personal services actually rendered to the Academy.

Section 4. No substantial part of the activities of the Academy shall consist of dissemination of propaganda or the influencing of legislation. However, the Academy may make public factual information, which provides background on issues directly concerned with conservation, education, or scientific endeavors in the State of Iowa.

Section 5. The Academy shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE VII- AMENDMENTS

This Constitution may be amended at any time by assent of two-thirds of the votes cast by mail ballot, provided that notice of the proposed amendment, approved by a majority of the Board of Directors, has been sent to all voting members at least 45 days prior to the deadline for receipt of ballots.

BYLAWS OF THE IOWA ACADEMY OF SCIENCE, INC.

(Adopted 1970, and Revised 1972, 1973, 1974, 1975, 1976, 1977, 1978, 1981, 1982, 1983, 1985, 1986, 1987, 1988, 1989 2001, and 2005)

ARTICLE I - MEETINGS

Annual Meetings of the Academy shall be held on or about the third Friday and Saturday of April, unless otherwise decided by the Board of Directors.

ARTICLE II - QUORUM

A quorum of the business session of the Annual Meeting shall consist of twenty-five voting members.

ARTICLE III - BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet at least twice each year, once in a regular annual session in the spring of each year immediately preceding the Annual Meeting of the Academy, and once on a date set by the Executive Committee, normally in the fall of the year at a time and place designated by the President. Special meetings of the board may be called by the President upon recommendation of the Executive Committee.

Section 2. The Board of Directors may conduct electronic meetings (ICN, email, etc.) as necessary. Iowa Communications Network (ICN) meetings shall be conducted in the manner of a face-to-face board meeting and will usually be called as a special meeting or one to avoid inclement weather. Meetings conducted by email shall be as a continuance of a regular Board Meeting and for discussion and resolution of a single issue or may be called by the President with concurrence of the Executive Committee, to discuss and resolve a single issue which needs attention before the next scheduled Board Meeting.

Section 3. The President of the Academy shall serve as the presiding officer of the Board of Directors and may invite the chairs of Standing Committees, or other Academy members, individually to sit with the Board and to participate on a non-voting basis in the deliberations of the Board.

Section 4. The President, President-elect immediate, Past-president, and Executive Director shall constitute an Executive Committee which shall be empowered to act for the Board on an interim basis when action is necessary between the meetings of the Board. Such actions shall be reported to the Board at its next meeting for its approval.

ARTICLE IV - EXECUTIVE DIRECTOR

Section 1. *Duties.* The Executive Director shall supervise the central office and all business operations of the Academy, except those delegated to others by the board, acting as the Academy's registered agent, receiving and disbursing all monies related to Academy business according to policies established by the Board, and shall implement the decisions of the Board, coordinating the work of all Officers, Directors and Committees to enhance and extend the effectiveness of the Academy in attaining its goals.

Specific duties may include, by mutual agreement:

1a. Preparing the agenda for each meeting of the Board.

1b. Assisting the Finance Committee in the preparation of the budget of income and expenditures for the next fiscal year for presentation to the Board of Directors for approval or amendments.

- 1c. Preparing the federal and state income tax returns.
- 1d. In cooperation with the Membership Committee, maintaining accurate membership records, compiling an annual membership roster, and assisting with recruitment.
- 1e. Coordinating the plans and arrangements for the Annual Meeting.
- 1f. Serving as editor of the Academy's newsletter.
- 1g. Serving as managing editor of all Academy publications.
- 1h. Preparing an Annual Report of Academy activity.
- 1i. Serving as delegate to the National Association of Academies of Science.

Section 2. *Committee Membership.* The Executive Director shall be a member of the Executive Committee and an ex-officio non-voting member of the Board of Directors and of all Committees except those specified by the Board of Directors.

ARTICLE V- COMMITTEES

Section 1. *Standing Committees.* The incoming President shall appoint Standing Committees, as named in the following sections, immediately at the close of the Annual Meeting. The responsibilities of each Standing Committee shall begin upon appointment.

Section 2. *Committee on Committees and Elections.*

- 2a. The committee on Committees and Elections shall consist of six to eight Members or Fellows each serving three-year terms, two being appointed each year, and the President-elect.
- 2b. The chair shall be the President-elect.
- 2c. *Duties.* This committee shall review the structure and function of all standing committees and recommend changes when the need arises. Each year the committee shall recommend the names of persons to fill expiring and vacant positions on all standing committees to the President-elect. Recommendations shall give consideration to 1) balanced representation, 2) the number of committees and duties which a potential nominee is serving, 3) the principle of rotation of committee assignments, and 4) the responses from the membership to a periodic survey of member interests in and qualifications for service on a committee. This committee shall nominate candidates for the offices of President-elect, and vacant directors' positions ensuring that there is more than one candidate for each position.

Section 3. *Annual Meeting Committee*

- 3a. This committee shall be made up of the site management team appointed by the Executive Director, all section chairs, and the Executive Director.
- 3b. The chair of the Annual Meeting Committees shall be the Executive Director.
- 3c. *Duties.* The committee shall coordinate the major aspects of the annual meeting such as; exhibits, meeting rooms, program media/technology, and speakers. The committee shall advise the Executive Director and the Board of Directors in the conceptualization of the Annual Meeting and assist in the organization such that the experienced members serve as mentors. The committee shall evaluate the Annual Meeting no later than October 1 following the meeting and make recommendations for the general planning and format for the next Annual Meeting.

Section 4. *Conservation and Preserves Committee.*

- 4a. The Conservation and Preserves Committee shall consist of six Members or Fellows each serving three-year terms, two being appointed each year.
- 4b. The chair shall be designated by the President.
- 4c. *Duties.* Matters relating to conservation and preservation within Iowa and involving the Academy shall be referred to this committee by the Board of Directors. The Committee shall inform Academy members in matters related to conservation and preservation and shall encourage their participation in related activities. The Committee shall make recommendations to the Board in matters relating to conservation and preservation. The committee shall make recommendations to the Governor for appointments to the State Preserves Advisory Board as indicated by the Code of Iowa.

Section 5. *Societal Issues Committee*

- 5a. The Societal Issues Committee shall consist of six Members or Fellows appointed for three-year terms with two members appointed each year.
- 5b. The chair shall be designated by the President.
- 5c. *Duties.* The duties of the Societal Issues Committee shall be to study issues, trends and pressures on science, science education and the public's perception of science in Iowa and the nation. The committee shall develop position papers on these issues for consideration by the Iowa Academy of Science Board of Directors and the Academy membership or in other ways communicate these concerns to the members and the public.

Section 6. *Finance Committee.*

- 6a. The Finance Committee shall be composed of at least six Members or Fellows appointed for three-year terms with two appointed each year.
- 6b. The chair shall be designated by the President.
- 6c. *Duties.* The duties of the Finance Committee shall be to solicit financial support in the form of Corporate and Institutional memberships, contributions, grants, bequests, and endowments. It shall seek optimum return on Academy investments and income property, consistent with the goals of the Academy. It shall also be advisory to the Board of Directors regarding budget, salaries, and other financial matters.

Section 7. *Iowa Science Foundation Committee.*

- 7a. The Iowa Science Foundation Committee shall consist of six Members or Fellows each serving three-year terms, two being appointed each year.
- 7b. The chair shall be designated by the President.
- 7c. *Duties.* The Iowa Science Foundation Committee shall manage the Iowa Science Foundation on behalf of the Academy for the State of Iowa. The committee shall solicit proposals, subject them to a review process, make awards, monitor grant projects, and provide a general oversight for the grants program. The committee shall prepare and update brochures and guidelines pertaining to the program, as appropriate, and shall assist the officers of the Academy, the Governor, and the legislature in the development of the program on an on-going basis.

Section 8. *Membership Committee*

- 8a. The Membership Committee shall be made up of six Members or Fellows appointed for three-year terms with two members being appointed each year.
- 8b. The chair shall be designated by the President.
- 8c. *Duties.* The Membership Committee shall annually conduct a membership drive to increase membership in all categories except Corporate Membership and Institutional Membership. It shall make nominations of new Fellows to the Board, consider applications for promotion from Member to Fellow, and make appropriate recommendations to the Board.
The Committee shall assist the Executive Director with maintaining accurate membership lists. It shall be responsible for appropriate memorial tributes upon death of members.

Section 9. *Recognition and Awards Committee*

- 9a. The Recognition and Awards Committee shall consist of six Members or Fellows each serving three-year terms, two being appointed each year, and the Director of the Excellence in Science Teaching Awards program as an ex-officio non-voting member.
- 9b. The chair shall be designated by the President.
- 9c. *Duties.* The Recognition and Awards Committee shall solicit and evaluate nominations for those awards and recognition's indicated by the Iowa Academy of Science Bylaws and Board of Directors and shall submit selections to the President and Executive Director. The ESTA Director shall serve as an ex-officio member on the Recognition and Awards Committee and annually report ESTA selections to the Committee and Executive Director.

Section 10. *Student Programs Committee*

10a. The Student Programs Committee shall consist of six Members or Fellows, three of whom are selected by the Science Teaching Section as its representatives. Each member of the Committee shall serve a three-year term. Two members shall be appointed each year. The Chair shall serve as the Director of the Iowa Junior Academy. The Science Education Consultant of the Iowa Department of Public Instruction shall be an ex-officio non-voting member.

10b. The chair shall be designated by the President.

10c. *Duties.* The Student Programs Committee shall promote and supervise the student activities of the Iowa Junior Academy of Science in the area of pre-college science. The Committee shall act in partnership with the Director of the Iowa Junior Academy of Science in preparing the IJAS program for the Annual Academy Meeting. Recognition and awards for secondary school students involved in student programs shall be included under the purview of this committee.

Section 11. *Temporary Committees.*

The President may appoint temporary committees, of suitable size, at intervals as needs arise. The committees shall serve one year. Temporary committees may be re-appointed annually. The President shall designate the chair of each committee and shall specify its duties in writing, to the chair.

Section 12. The President shall appoint a member of the Board of Directors as liaison to each Committee.

Section 13. All committees shall annually submit written reports to the Board of Directors at the request of the Executive Director.

ARTICLE VI - ELECTIONS AND VOTING

Section 1. The election of officers and directors shall be by mail ballot and/or electronic ballot under the supervision of the Election Committee. The results of the balloting shall be reported to the Board of Directors prior to the Annual Meeting and to the members present at the business session of the Annual Meeting. A simple majority of votes cast shall be necessary for election.

Section 2. Voting on Constitutional amendments shall be by mail ballot and/or electronic ballot under the supervision of the Board of Directors of their designate(s), and the results shall be announced by the President to the members present at the business session of the Annual Meeting.

Section 3. Motions that pertain to Academy commitments, financial or otherwise, must be presented in writing to the Board of Directors prior to the Annual Business Meeting.

ARTICLE VII - SECTIONS

Section 1. *Formation of Sections.* Twenty-five or more persons may petition the Executive Director for the establishment of a new section. At the time of petitioning they shall suggest an appropriate name for the section. If the petition is favorably voted on by the Board of Directors, a temporary section chair shall be designated by the President. New sections will be considered temporary for at least one year, at the discretion of the Board of Directors.

Section 2. *Privileges and Responsibilities.*

2a. Each section is empowered to perfect its own organization as limited by the Constitution, Bylaws and Articles of Incorporation of the Academy. Each section, however, must have a chair and vice-chair who are Members or Fellows in the Academy and who are responsible for the preparation and conduct of the section's program at the Annual Meeting.

2b. Unless otherwise provided for by a section's separate governance provisions, the vice-chair of the section shall be elected annually at the section's meeting during the Annual Meeting by the members of the section in attendance and shall become the chair of the section one year later. The chair shall have responsibility for the planning and conduct of the section's program at the Annual Meeting, with the assistance of the vice-chair.

2c. In the event that a section chair or vice-chair is vacant or vacated in the year of the election, the President may appoint a replacement in consultation with either the members of the section or the Board of Directors.

Section 3. *Dissolution.* If a section does not prepare and conduct a sectional program at the Annual Meeting for two consecutive years it may be dissolved by the Board of Directors; or three-quarters of the membership of a section may petition the Executive Committee, at any time, for dissolution of the section.

ARTICLE VIII - PUBLICATIONS

Section 1. *Definition.* The publications of the Academy shall include THE JOURNAL OF THE IOWA ACADEMY OF SCIENCE, the IOWA SCIENCE TEACHERS JOURNAL, and any other special publications defined and initiated as such by the Board of Directors.

Section 2. *Official Organ.* The official organ of the Academy shall be THE JOURNAL OF THE IOWA ACADEMY OF SCIENCE.

2a. The JOURNAL shall include such scientific papers as are offered and accepted for publication and such organizational and informational material as is deemed of importance and is not transmitted to members by other methods.

2b. Papers from non-members shall be accepted for publication at the discretion of the Editor.

Section 3. *Editorial Supervision.* The content of each Academy publication shall be supervised by an editor appointed by the Board of Directors to a four-year term. The editor of each publication shall be assisted by an Editorial Committee consisting of Academy Members or Fellows and approved by the Board of Directors.

Section 4. *Dissolution.* Subscription to the JOURNAL shall be included in the dues required in all categories, but receipt may be declined. All Academy publications shall be made available to non-members by subscription or purchase or may be offered on an exchange basis or without charge at the discretion of the Board of Directors.

Section 5. *Management.* The Managing Editor for all Academy publications shall be the Executive Director. Prices and page charge policies shall be set by the Board of Directors in consultation with the Managing Editor.

ARTICLE IX - AFFILIATION

The Academy shall be affiliated with the American Association for the Advancement of Science, and shall be a member of the National Association of Academies of Science and Section Y, General Science, of the AAAS. The Academy shall also be affiliated with the National Science Teachers Association. The Executive Director shall serve as a delegate of the Academy to the National Association of Academies of Science and AAAS Section Y. Reimbursement for meeting expenses shall be at the discretion of the Board of Directors. The President may designate a Member or Fellow to represent the Academy in the absence of the Executive Director.

ARTICLE X - IOWA JUNIOR ACADEMY OF SCIENCE

- Section 1. The Academy shall maintain a Junior Academy as a means of discovering and fostering ability and interest in science among secondary school students, under the supervision of the Student Programs Committee.
- Section 2. The Chair of the Student Programs Committee shall serve as Director of the Junior Academy, appointed by the Board of Directors for a term of one year and may be re-appointed yearly for a maximum of three years to provide continuity in Junior Academy affairs.
- Section 3. The Student Programs Committee is empowered to organize the Junior Academy as limited by the Constitutional and Bylaws of the Academy, subject to the approval of the Board of Directors.

ARTICLE XI - FINANCE

- Section 1. The fiscal year of the Academy and its agencies shall be from July 1 through June 30 of the following year.
- Section 2. *Budget.* The Executive Director, in consultation with Academy officers and agency heads concerned, shall prepare an annual asking-budget of income and expenditures for the new fiscal year and present it to the Board of Directors at their Annual Meeting for approval or amendment. The Executive Director is authorized to make only those expenditures provided for in the approved annual budget. Emergency deficiency appropriations shall be approved by the Executive Committee.
- Section 3. *Dues.*
- 3a. Emeritus Members/Fellows shall be exempt from dues and Annual Meeting registration fees.
- 3b. The Board of Directors shall be empowered to recommend dues. The establishment of such dues as are recommended by the Board of Directors shall be by majority vote of the membership at an Annual Business Meeting of the Academy.
- 3c. Student members will pay one-half annual dues.
- 3d. Life Member dues shall be fifteen times the annual dues rate.
- 3e. The membership year of the Academy shall coincide with the fiscal year.
- 3f. The names of members who have not paid their dues within six months of the start of the membership year shall be removed from the mailing lists of all Academy publications and shall be considered to be in arrears. Non-payment of dues within 30 days of final notice shall constitute a request for withdrawal from the Academy.
- 3g. Members or Fellows who have been withdrawn from the membership for nonpayment of dues may be reinstated without loss of continuous membership by payment of unpaid dues at the current rate along with dues in advance for the forthcoming year. A former Member or Fellow may apply as a new Member only after a period of two or more years of non-membership.
- Section 4. Basic financial policies of the Academy shall be formulated and investments for the Academy shall be made by the Board of Directors with the advice of the Finance Committee or other appropriate consultants.
- Section 5. Funds from Life Member or Life Fellow payments shall be invested and only the interest therefrom shall be used for current expenses of the Academy.
- Section 6. The financial records of the Academy in the custody of the Executive Director shall be audited annually by two members of the Finance Committee named by the Board of Directors or by a Certified Public Accountant at the pleasure of the Board of Directors. The report of the audit of the calendar year just past shall be presented to the Board of Directors at its next Annual Meeting.
- Section 7. The surety bond of the Executive Director shall be fixed and approved by the Board of Directors. The bond in each case shall be sufficient to cover the maximum amount of monies and negotiable securities in the custody of the Executive Director.

**ARTICLE XII - INDEMNIFICATION OF OFFICERS
AND DIRECTORS**

This corporation shall defend and indemnify any present or former director, officer, employee, member or volunteer of this corporation to the fullest extent possible under the Iowa Nonprofit Corporation Act, as the same now exists or may subsequently be amended. Indemnification shall be made against judgments, fines, penalties, settlements, and reasonable expenses, including attorney fees, actually incurred by a person relating to his or her conduct as a director, officer, employee, member or volunteer of this corporation. However, the mandatory indemnification required by this bylaw shall not apply (i) to a breach of duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such a person derives improper personal benefit.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended upon recommendation of the Board of Directors and (a) by the affirmative vote of a majority of the voting members present at an Annual Business Meeting of the Academy, or (b) by mail ballot.

RESTATED ARTICLES OF INCORPORATION OF THE IOWA ACADEMY OF SCIENCE

(Amended 1985, 1988, 2001, and 2005)

Pursuant to the provisions of Section 39 of Chapter 504A, Code of Iowa (1966), the undersigned corporation adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be The Iowa Academy of Science.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved by a three-fourths (3/4) vote of all the members thereof.

ARTICLE III

The principal place of business of this corporation shall be located in Cedar Falls, Black Hawk County, Iowa. The registered office shall be located in 175 Baker Hall, University of Northern Iowa, Cedar Falls, Iowa, and the registered agent shall be the current Executive Director at the same address.

ARTICLE IV

The object and purposes of this corporation shall be the encouragement of scientific work and to own and/or to lease sufficient and suitable real estate, buildings and structures; to accept gifts, to purchase, sell, hold, manage, mortgage, convey, and otherwise acquire, rent, maintain and dispose of real estate and personal property as may be necessary and proper for the conduct and advancement of said scientific work; and to do any and all other things that are necessary and incident to the execution of the objects and purposes herein specified.

ARTICLE V

The members of the corporation shall be all persons engaged or interested in the objects and purposes of the corporation who are duly elected to membership therein as provided in the Bylaws of this corporation.

ARTICLE VI

The business affairs of the corporation shall be managed and controlled by the Board of Directors to be elected at the annual meeting in such manner and form as may be provided in the Bylaws.

ARTICLE VII

Section 1. The officers of the corporation shall perform such duties and have such powers as generally appertain to such offices or as may be required of them by the Bylaws or by the Board of Directors hereof.

Section 2. Vacancies occurring in the Board of Directors shall be filled by vote of the remaining members of the Board of Directors until the ensuing annual meeting, when the vacancies shall be filled by vote of the members of the corporation.

ARTICLE VIII

The annual meeting shall be held on such date and at such place as shall be fixed by the Board of Directors.

ARTICLE IX

In all elections for members of the Board of Directors each member of the corporation shall be entitled to one vote.

ARTICLE X

The private property of the members of the Board of Directors and officers of the corporation shall not be subject to the payment of the corporation debts in any amount or to any extent whatever.

ARTICLE XI

The greatest amount of indebtedness to which the corporation may subject itself shall not exceed Ten Thousand Dollars.

Dated the ____ day of _____, 200_.

THE IOWA ACADEMY OF SCIENCE

By s/ _____
President

By s/ _____
Executive Director

ARTICLE XII

These articles may be changed, altered, or amended by two-thirds vote at any annual meeting or special membership meeting provided notice is sent to each member in good standing at his last known address, at least one month prior to such meeting and that any absent member may cast his vote by placing it in a sealed envelope and depositing it with the Executive Director in advance of the meeting.

ARTICLE XIII

These Restated Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation of the corporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the corporation and all amendments thereto.

Dated the ___ day of _____, 200__

IOWA ACADEMY OF SCIENCE

By s/ _____
President

By s/ _____
Executive Director

STATE OF IOWA)
) ss.
COUNTY OF BLACK HAWK)

I, Craig Johnson, being first duly sworn on oath, depose and state that I am the Executive Director of the IOWA ACADEMY OF SCIENCE, that I execute the foregoing Restated Articles of Incorporation as such officer of the corporation, and that the statements contained therein are true.

s/ _____

Subscribed and sworn to before me this ___ day of _____, 200__.

s/ _____
Notary Public in and for said county