

Iowa State Board of Education

Executive Summary

(Date)



Agenda Item: Approval of Bylaws Amendments for Iowa High School Athletic Association

State Board Priority: Ensuring Equity in Education

State Board Role/Authority: Rule 281—36.3(1) requires the State Board to approve any bylaws amendments by the IHSSA

Presenter(s): Representatives of the IHSSA

Attachment(s): Two

Recommendation: It is recommended that the State Board review this matter and exercise its authority under Rule 36.3(1).

Background: The IHSSA proposes adding an additional classification criterion for the sport of football, based on a school's free-and-reduced-lunch enrollment. This is after deliberations and study of other states' models. The model proposed here is similar to a model used in Minnesota. The attachments give further background.

Summary of Process to Amend The Iowa High School Athletic Articles of Incorporation

Proposed Amendment

Article VII, Section 5

Section 5. Classifications. The schools of this Association shall be classified as follows:

- a. The BEDS enrollment for grades nine (9), ten (10), and eleven (11) as provided to the IHSAA from the State Department of Education, and represents the students served by the member or associate member school. The previous year's BEDS enrollment figures will be used in making this determination.
- b. There shall be two classes of high school membership. The 64 largest schools based upon their actual enrollment on the second Friday in September in their top three grades will be classified as "AA" schools. All the rest of the membership will be regarded as class "A" schools.

Add:

- c. *Classifications in the sport of football will be determined by applying the following socio-economic adjustment to each school's BEDS enrollment as defined by subsection a. of this article:*

BEDS enrollment minus 40% of the number of the school's students on free/reduced lunch (as determined by school Free and Reduced Lunch percentage reported to and published by the Department of Education.)

Classification Committee Work

The IHSAA Classification Committee includes representation from IHSAA Representative Council, IHSAA Board of Control, IHSAA Administrative Staff, and other principals, superintendents, and athletic directors. The committee meets twice per year. For the past three years, the IHSAA has been asked by some of our member schools, to explore the possibility of applying a socio-economic factor to enrollment to determine classifications, particularly in the sport of football.

The committee studied a variety of models used in other state to adjust school enrollments to determine classifications. These included using free and reduced lunch percentages, using success calculators, or using non-public school multipliers. The committee reviewed models of each of those and how each might impact classifications in Iowa.

At its November 29, 2022 meeting, the Classification Committee agreed to submit to the IHSAA Board of Control a recommendation to apply a free and reduced lunch adjustment to each school's enrollment to determine classifications in the sport of football. The adjustment, explained above, is similar to the model used in Minnesota.

Board of Control Action

At a special meeting on December 5, 2022, the IHSAA Board of Control approved the recommendation and approved putting the proposed amendment to the member schools of the IHSAA.

Notice of Membership Vote

On December 6, 2022, IHSAA Board of Control Chair Dave Wiebers gave notice to our member schools regarding the vote on the proposed amendment.

Membership Vote

On December 16, 2022 at 9:00 a.m., member schools were sent a link (via Electionrunner.com) to vote yes or no on the proposed amendment.

On December 22, 2022 at 3:00 p.m., the membership vote on the proposed amendment closed.

The results of the membership vote were as follows:

Number of member schools voting "Yes"	211
Number of member schools voting "No"	52
Total number of member schools voting	263

The number of member schools voting yes represents 58% of the total membership.
The number of member schools voting yes represents 80% of those schools who voted.

**FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
(a/k/a Constitution of Organization under
Iowa Administrative Code Section 281-36.3)**

OF [THE]

**IOWA HIGH SCHOOL ATHLETIC ASSOCIATION
(THE "ASSOCIATION")**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 504.1006 of the Revised Iowa Nonprofit Corporation Act (the "Act"), the undersigned corporation, adopts the following Amended and Restated Articles of Incorporation (a/k/a the Constitution of the Association, which, pursuant to Iowa Administrative Code Section 281.36.3, the Iowa State Department of Education requires certain organizations, including the Association, to adopt, hereinafter the "Articles"):

1. The date these Articles were adopted is _____.
2. These Articles were duly approved by the members of the Association in the manner required under the Act, the Articles of Incorporation of the Association, the Bylaws of the Association and Iowa Administrative Code Chapter 281.
3. These Articles consolidate all amendments into a single document.

ARTICLE I

The name of the Association is the Iowa High School Athletic Association (the "Association").

ARTICLE II

The Association shall have perpetual duration.

ARTICLE III

The purpose for which the Association is organized is for the purpose of promoting, developing, directing, protecting, and regulating amateur interscholastic athletic relationship between member schools and to stimulate fair play, friendly rivalry, and good sportsmanship among contestants, school and communities throughout the state. Notwithstanding the foregoing, however, the Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE IV

The Association is not organized for profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE V

The street address of the initial registered office of the Association is 1605 South Story Street, P.O. Box 10, Boone, Iowa, 50036, located in the County of Boone, and the name of its initial registered agent at such address is Tom Keating.

ARTICLE VI

The name and address of the incorporator is:

Tom Keating
1605 South Story Street, P.O. Box 10
Boone, Iowa 50036

ARTICLE VII

Section 1. Members. The Association shall have members.

Section 2. Qualifications.

- a. Membership in the Association is open to all high schools in the state of Iowa that are approved by the State Department of Education. Schools may apply to the Board of Control (Board of Control has the same meaning as board of directors under the Act, hereinafter the "Board") for membership or associate membership and upon the fulfillment of membership requirements, as designated by the Board, shall be admitted to membership.
- b. Any high school of the state becomes a member of the Association when notice has been given to the Association's Executive Director that the Articles and Bylaws have been read and accepted by the superintendent, or his/her designee, Schools failing to fulfill membership requirements by June 30 shall forfeit membership for the next school year, and reinstatement may be made only upon fulfillment of membership requirements.
- c. To qualify for membership in the Association, a school must:
 - i. Complete the IHSAA Membership & Entry Form for the upcoming school year, including affixing the electronic signature of the person completing the form and verifying the Articles and Bylaws have been read and accepted by the superintendent, or his/her designee.
 - ii. Employ coaches who meet the minimum requirements for licensure as approved and as established and determined by the State Department of Education.
 - iii. Complete IHSAA school directory information for the upcoming year.

Section 3. Compliance. Whenever a school system has a high school that becomes a member of the Association, all interscholastic athletic contests involving pupils enrolled in grades above sixth (6th) are automatically covered and controlled by the rules of the Association.

- a. Any other school system operating any single grade or combination of grades seven (7) and eight (8) may apply for junior membership under the condition that, if accepted, it shall comply with all regulations of the Articles of this Association including the fulfillment of membership requirements.
- b. No member or associate member junior high school may participate against a nonmember junior high school in any interscholastic competition.

Section 4. Junior Memberships. Junior High school membership (hereafter referred to as "junior membership") shall apply to and include grades seven (7) and eight (8) only. Such junior membership may be acquired upon proper application, subscriptions to the rules, and with the understanding that junior members shall not acquire any voting rights nor any vested interest in the assets of this Association.

Section 5. Classifications. The schools of this Association shall be classified as follows:

- a. The BEDS enrollment for grades nine (9), ten (10), and eleven (11) as provided to the IHSAA from the State Department of Education, and representing the students served by the member or associate member school. The previous year's BEDS enrollment figures will be used in making this determination.
- b. There shall be two classes of high school membership. The 64 largest schools based upon their actual enrollment on the second Friday in September in their top three grades will be classified as "AA" schools. All the rest of the membership will be regarded as class "A" schools.
- c. Classifications in the sport of football will be determined by applying the following socio-economic adjustment to each school's BEDS enrollment as defined by subsection a. of this article:

BEDS enrollment minus 40% of the number of the school's students on free/reduced lunch (as determined by school Free and Reduced Lunch percentage reported to and published by the Department of Education.)

Section 6. Annual Meeting. The annual meeting of the members shall be held in June of each year at such place and date as the Board shall each year fix, or at such other place, time and date as the Board shall fix, which date shall be within the earlier of the first six (6) months after the end of the Association's fiscal year or fifteen (15) months after the members' last annual meeting.

Section 7. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law (which for purposes of these Articles shall mean as required from time to time by the Act or these Articles), may be called by the Chairperson of the Board, or the Board, and shall be called by the Board upon the written demand, signed, dated, and delivered to the Vice-Chairperson of the Board, of the holders of at least ten percent of all the votes of members entitled to be cast on any issue proposed to be considered at the meeting. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the Board or by the Chairperson of the Board. Unless otherwise provided in these Articles, a written demand for a special meeting may be revoked by a writing to that effect received by the Association prior to the receipt by the Association of demands sufficient in number to require the holding of a special meeting.

Section 8. Notices and Reports to Members.

- a. Notice of the place, date, and time of all meetings of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. The Board may establish a record date for the determination of members entitled to notice, as provided in Section 12 of this Article. Notice of adjourned meetings need only be given if required by law.

- b. If notice of proposed corporate action is required by law to be given to members not entitled to vote and the action is to be taken by consent of the voting members, the Association shall give all members written notice of the proposed action at least ten (10) days before the action is taken. The notice must contain or be accompanied by the same material that would have been required to be sent to members not entitled to vote in a notice of meeting at which the proposed action would have been submitted to the members for action.
- c. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Association to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the Association's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 9. Waiver of Notice.

- a. Any member may waive any notice required by law or these Articles if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these Articles. Any such waiver shall be delivered to the Association for inclusion in the minutes or filing with the corporate records.
- b. A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 10. Record Date. The Board may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If no record date is so fixed for the determination of members, the close of business on the day before the date on which the first notice of a members' meeting is communicated to members shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board selects a new record date or unless a new record date is required by law.

Section 11. Members' List. After fixing a record date for a meeting, the Vice-Chairperson of the Board shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. Subject to Article XV, Section 5, the members' list must be available for inspection by any member beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Association shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 12. Organization.

- a. The Chairperson of the Association, or in the absence of the Chairperson, the Vice-Chairperson of the Association, or in the Vice-Chairperson's absence, such person as the Board may have designated, or, in the absence of such a person, such person as shall be designated by the holders of a majority of the votes present at the meeting, shall call meetings of the members to order and shall act as chairperson of such meetings.
- b. The Vice-Chairperson of the Association shall act as secretary at all meetings of the members, but in the absence of the Vice-Chairperson at any meeting of the members, the Chairperson of the Association may appoint any person to act as secretary of the meeting.

Section 13. Conduct of Business. The chairperson of any meeting of members shall determine the order of business and procedure at the meeting, including such regulation of the matter of voting and the conduct of business as seem to him or her to be in order. The chairperson shall also announce at the meeting when the polls close.

ARTICLE VIII

Section 1. Board Members. The Board shall consist of nine (9) members. One (1) member shall be appointed by the State Department of Education and that person shall serve as a nonvoting member of the Board. One (1) member shall be appointed by the Iowa Association of School Boards. One (1) member who is a coordinator, or director of athletics shall be elected to the Board and that position shall be at-large. That person shall cease to be a member of the Board when the person ceases to be a coordinator or director of athletics at a member school. One (1) member shall be a class AA high school principal elected at-large. That person shall cease to be a member of the Board when the person ceases to be a high school principal in a class "AA" school; however, if the person continues as an executive officer of a member school, that person shall retain membership on the Board until a successor is elected and qualified. The remaining five members of the Board shall represent the Association's Representative Council (as hereinafter defined) Districts (see Article XIV) in

which he or she is either a superintendent or principal. One member shall be elected from each of the five (5) districts: Northwest District; Northeast District; Central District; Southwest District; and Southeast District.

All five (5) of these positions shall be elected by a vote of the member schools in their respective districts for a five-year term. Any of the five (5) members who represent a given district, when they change positions from one district to a new district, shall cease to be a member of the Board. However, if that person continues as an executive officer of a member school, that person shall retain membership on the Board until a successor is elected and qualified. Any Board member who is elected to fill out a term of office for another Board member shall only be eligible to be elected once for a five-year period of time.

Section 2.

Succession. A Board member shall be eligible to succeed him/herself but once.

Section 3.

Voting. Only the superintendent or his/her delegated high school principal shall have the right to vote in the election of Board members.

Section 4.

Elections. When an election is to take place, the Executive Director of the Association shall electronically send an official election ballot to each member school by the fourth Friday in September. The ballot will contain the incumbent's name (if an incumbent is eligible for re-election) and a drop-down list of all eligible candidates. This ballot shall be a secure electronic ballot, and shall include a place on the ballot for the member submitting the ballot to key his/her name. This keyed name must be on the ballot for the ballot to count. The electronic ballot, when voted, shall be transmitted to a secure website accessible by a member of the Representative Council who has been designated by the Board as Chairperson of the Election Board and accessible by the Election Board and IDOE Representative (as defined below) when canvassing the ballots. This Election Board shall be composed of three (3) members of the Representative Council appointed by the Board. On the second Friday of October, the Election Board shall meet by telephone conference for the official canvass of the ballots. In addition, a representative of the Iowa Department of Education ("IDOE") that has been designated by the director of the IDOE ("IDOE Representative") shall be present at this teleconference and shall validate the election results. The electronic results database shall be reviewed by the Election Board and the IDOE Representative. After review of the database, the individual receiving the highest number of votes shall be considered elected. In case of a tie the election shall be decided by lot by the candidates in the presence of the Board of Control.

A list of schools voting shall be made from the returned electronic ballots and, together with the results of the election, be certified by the Election Board and validated by the IDOE Representative and forwarded to the Board for publication in the next bulletin of the Association (the "Bulletin"). All people receiving five (5) or more votes shall be listed in the Bulletin.

Section 5.

New Directors. Each newly-elected director becomes a member of the Board at the Board's first official meeting following the November Board meeting.

Section 6.

Vacancies. A vacancy will occur whenever an elected member of the Board ceases to be an executive officer, or coordinator or director of athletics, of a member school or is an officer in a member school not in the area from which the Board member was elected. In case of a vacancy, the Board of Control shall conduct an election in the prescribed manner within two (2) weeks after the vacancy has occurred to fill and complete the unexpired term; provided, however, if there are fewer than 120 days remaining in the unexpired term, the Board of Control may, in its sole discretion, leave the vacancy unfilled until the next regularly scheduled election.

Section 7.

Officers. During the November Board meeting, the Board shall elect a Chairperson, a Vice-Chairperson, and a Treasurer from its membership for a term of office for one (1) year.

- a. The Chairperson of the Board shall, in addition to his regular duties, preside at all meetings of the Representative Council.
- b. Four (4) members of the Board shall constitute a quorum for any meeting.
- c. No remuneration, salary, or remittance shall be made to any member of the governing board of the Association for his/her services thereon. He/she shall be paid travel and actual expenses from organizational funds only when on official business for the Association. Actual expenses shall be paid for travel within the state but not more than first-class air travel for transportation outside the state, along with other necessary (itemized and reasonable) expenses. Itemized accounting of the travel and business expenses of employees shall be furnished to the State Department of Education in an annual report.
- d. In the event the Chairperson resigns or is unable to complete his/her term, the Vice-Chairperson shall assume the office of Chairperson for the remainder of the unexpired term. In the event the Vice-Chairperson is unable to serve, the Board shall appoint a member of the Board to serve as Chairperson by a majority vote at the next regular meeting of the Board.

ARTICLE IX

Section 1.

Powers and Duties. The Board shall have the following powers and duties:

- a. The Board of Control shall employ an Executive Director and such other assistants as they may deem advisable, subject to the approval of a majority vote of the Representative Council, for a term not to exceed three (3) years, and shall designate their duties.
- b. It shall have general supervision over all athletic contests of schools of this Association.

- c. It shall interpret the Articles, Bylaws, and rules of the Association
- d. It shall have power to make investigations relative to the violation of the Articles, Bylaws, and rules of the Association. If charges are brought against any member school for such violation, or violation of the spirit of fair play and good sportsmanship, or violation of its contracts, the Board shall consider such charges and determine and assess penalties in case of conviction. Any school that is charged with such violation shall be given an opportunity to be represented at the hearing of its case before the Board. Charges of such protests shall be made in writing to the Executive Director of the Association within four weeks after the alleged violation has taken place. The Executive Director will then give notice to the interested schools of the place and time of the hearing before the Board. Any investigation or hearing which involves the school with which any member of the Board is connected shall not be heard in his/her presence nor shall he/she vote on the final consideration.
- e. It shall determine penalties for violations when they are not otherwise expressly provided. Any penalty for a member school may not be greater than "suspension" until the next regular meeting or special meeting of the Representative Council which must be held within thirty (30) days of the Board of Control meeting establishing such penalty. The affected member school shall be given an opportunity to be represented at the hearing of its case before the Representative Council. The decision of the Representative Council in said matter is final.
- f. Notwithstanding anything in these Articles to the contrary, a member shall not be expelled or suspended, and a membership or memberships in the Association shall not be terminated or suspended unless the member receives: (i) not less than fifteen (15) days' prior written notice (by first class or certified mail sent to the last address of the member shown on the Association's records) of the expulsion, suspension, or termination and the reasons therefore; and (ii) an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the person or persons who has the authority to decide that the proposed expulsion, termination, or suspension not take place.
- g. Any member or associate member school aggrieved by any ruling or decision of the Association or its officers or employees, may appeal there from by directing its superintendent of schools to state the basis of its objections in writing together with a request for oral hearing addressed to the Executive Director of the Association. Within twenty (20) days, the Executive Director of the Association shall arrange for a special meeting before the Board at which time the member school shall be given an opportunity to be present and be heard. In the event that the member school is not satisfied with the decision of the Board, it may appeal there from by notifying the Executive Director of the Association in writing who in turn will present said matter to the next scheduled meeting of the Representative Council. The member school will again be given an opportunity to be represented at such Representative Council meeting. The decision of the Representative Council shall be final.
- h. It shall provide suitable awards for the winners of the contests conducted by the Association in accordance with 281 Iowa Administrative Code Section 36.14(3).
- i. It shall present to the State Department of Education the following items: Articles and Bylaws; current membership lists; organization policies; minutes of all meetings of organization governing bodies and executive boards thereof; proposed Article and Bylaw amendments or revisions; general bulletins; other information pertinent to clarifying organization administration.

Full and detailed reports of salaries, expense accounts and fringe benefits paid employees of the Association shall be filed with the State Department of Education. All reports of expenditures and amounts paid full-time or part-time employees of the Association shall be submitted annually to the State Board of Education.

The Board shall purchase a blanket fidelity bond from a corporate surety approved by it, conditioned upon the faithful performance of the duties of the Executive Director of the Association, the members of the Board, and all other employees of the Association. Such blanket bond shall be in a penal amount set by the Board and shall be the sum of 50% of the largest amount of monies on hand in any 30-day period during the preceding fiscal year, and 20 percent of the valuation of all assets of the activity organization as of the close of the last fiscal year, but such bond shall in no case be in an amount less than \$10,000.

Upon request, the Board shall make available to the State Department of Education or its delegated representative, all records, data, written policies, books, accounts, and other materials relating to any or all aspects of their operations. At the request of the State Board of Education or its Executive Officer, members of the governing boards and employees of the Association shall appear before and give full accounting and details on the aforesaid matters to the State Board of Education. It shall submit to the State Board of Education for their approval, detailed eligibility requirements for students who participate in athletic activities.

Participation in events shall be by school teams only and no selected individuals, with the exception of individual sports events such as wrestling, track, golf, tennis etc. Out-of-state participation shall be limited to regularly-scheduled interscholastic activities. Out-of-state participation for students or member schools in other activities must be approved by the Board. No financial subsidies shall be paid to any type of insurance company for participants in the Association.

- j. It shall have power to adopt, modify, and rescind rules governing the athletic contests of this Association.
- k. The Board shall present a full report of all official business through the Bulletin distributed to all members of the Association. The Executive Director of the Association and Treasurer shall present a financial statement

to the Association at the winter meeting of the Representative Council and these accounts shall be audited by a committee chosen by the Chairperson of the Board for this purpose. The results of this audit shall be published in the IHSAA Annual Report.

- i. In furtherance of the purposes of the Association, the Board shall have the authority to do any and all things necessary, the same as natural persons might or could do under the Act, either as principals, agents, or any other representative capacity; and generally to carry on any other lawful activity which will directly or indirectly promote the interests and further the objects and purposes of the Association, including the holding of real or personal property by purchase, devise or gift only as permitted by the Act and by these Articles; and also to sell, assign, reinvest and otherwise deal with all the properties held by said Association only as permitted by the Act and by these Articles.
- m. In matters not herein determined, the Board shall have absolute authority until the regular semiannual meeting of the Representative Council.
- n. The Board may create and place at interest a sinking fund, which shall be used only to pay a deficit in the finances of the Association.

Section 2. **Resignation.** Any director of the Association may resign at any time by delivering written notice to the Chairperson, the Board or the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 3. **Removal.** A director shall be subject to removal, with or without cause, at a meeting of the members called for that purpose in the manner prescribed by law.

Section 4. **Place of Meetings, etc.** The Board may hold its meetings at such place or places within or without the State of Iowa, as the Board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. **Annual Meeting.** The annual meeting of the Board shall be held in June of each year at such place and date as the Board shall each year fix, or at such other place, time and date as the Board shall fix. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors or in a consent and waiver of notice thereof signed by all the directors, at which meeting the same matters shall be acted upon as is above provided.

Section 6. **Regular Meetings.** Regular meetings of the Board shall be held at such place and at such times as the Board shall be resolution fix and determine from time to time. No notice shall be required for any such regular meeting of the Board.

Section 7. **Special Meetings: Notice.**

- a. Special meetings of the Board shall be held whenever called by direction of the Chairperson, the Vice-Chairperson, or one-third (1/3) of the directors at the time being in office.
- b. Notice of each such meeting shall be communicated to each director at least two days before the date on which the meeting is to be held. Each notice shall state the date, time and place of the meeting. Unless otherwise stated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even without notice, any business may be transacted.

Section 8. **Waiver of Notice.** A director may waive any notice required by law or these Articles if in writing and signed by a director entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice in due time as required by these Articles. Attendance of a director at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. **Director's Assent Presumed.** A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Vice-Chairperson of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. **Action Without Meeting.** Any action required or permitted by law to be taken at any meeting of the Board may be taken without a meeting if the action is taken by all members of the Board and if one or more consents in writing describing the action so taken shall be signed by each director then in office and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Written consents may be delivered to the Association by electronic transmission. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Association prior to the delivery to the Association of unrevoked written consents signed by all of the directors.

Section 11. **Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE X

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

ARTICLE XI

The Association shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of the unlawful distribution provision of the Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Association shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Association shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XII

The Association shall have all of the powers given to it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Association and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

- a. The Association will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- b. The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- c. The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- d. The Association will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- e. The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any of any future federal tax code).

ARTICLE XIII

Upon the dissolution of the Association, assets shall be distributed by the Board for one (1) or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Section 1. Representative Council. There is hereby created a Representative Council and, for the purpose of election and administration of said Representative Council, there shall be five (5) Association districts as at present provided and there shall hereby be created a Representative Council of five (5) members from each of these districts.

(The districts as established at the time of the adoption of these Articles are as follows:)

The Northwest District, comprising the following counties: Lyon, Osceola, Dickinson, Emmet, Kossuth, Sioux, O'Brien, Clay, Palo Alto, Plymouth, Cherokee, Buena Vista, Pocahontas, Woodbury, Ida, Sac, Calhoun and Monona.

The Northeast District shall contain the following counties: Winnebago, Worth, Mitchell, Howard, Winneshiek, Allamakee, Hancock, Cerro Gordo, Floyd, Chickasaw, Fayette, Clayton, Bremer, Black Hawk, Buchanan, Delaware, Dubuque, Benton, Linn, Jones and Jackson.

The Central District shall contain the following counties: Humboldt, Wright, Franklin, Butler, Webster, Hamilton, Hardin, Grundy, Boone, Story, Marshall, Tama, Dallas, Polk, Jasper and Poweshiek.
The Southwest District shall contain the following counties: Crawford, Carroll, Greene, Harrison, Shelby, Audubon, Guthrie, Pottawattamie, Cass, Adair, Madison, Warren, Mills, Montgomery, Adams, Union, Clarke, Fremont, Page, Taylor, Ringgold and Decatur.
The Southeast District shall contain the following counties: Iowa, Johnson, Cedar, Clinton, Scott, Marion, Mahaska, Keokuk, Washington, Muscatine, Davis, Van Buren, Lee, Louisa, Lucas, Monroe, Wapello, Jefferson, Henry, Des Moines, Wayne and Appanoose.

Section 2. **Representatives.** The Class "A" schools in each district shall be entitled at all times to four (4) representatives each on the Representative Council. The Class "AA" schools in each district shall be entitled at all times to one (1) representative on the Representative Council.

Section 3. **Terms and Vacancies.** Members of the Representative Council shall be elected for a five-year term and each member shall succeed himself but once, the election being based on a numerical application of a five-year rotation plan with one (1) member from each district retiring each year.
Any office of the Representative Council shall become vacant if the incumbent ceases to be a principal or superintendent, by removal from the respective Association district or by withdrawals from the teaching profession; by resignation, suspension, expulsion, or lapse of membership of his school in the Association; by a change of classification within the district, except that a council member elected to represent a certain class high school, whose school changes from one class to another by reason of increase or decrease in enrollment, shall continue to serve his term as long as he remains in the original district.
In case of a vacancy, except during the summer, due to any cause, the Board of Control shall conduct an election in the prescribed manner and the elected member shall serve during the unexpired term. If the vacancy occurs during the summer, the new member will be elected the same as is stated in Sections 4 and 5 of this Article for a new member.

Section 4. **Ballots.** When an election is to take place, the Executive Director of the Association shall electronically send a ballot to each member school in the class in which the vacancy occurs by the third Friday in October. The ballot will contain the incumbent's name (if an incumbent is eligible for re-election) and a drop-down list of all eligible candidates. This ballot shall be a secure electronic ballot and shall include a place for the member submitting the ballot to key his/her name. This keyed name must be on the ballot for the ballot to count. The electronic ballot, when voted, shall be transmitted to a secure website accessible to the Chairperson of the Board of Control. Any superintendent or principal, not a member of the Board of Control, from a high school in good standing of the Iowa High School Athletic Association is eligible for election.

Section 5. **Elections.** The Chairperson of the Board of Control and the Executive Director of the Association shall meet by telephone conference to canvass the ballots the first Friday in November. The individual receiving the highest number of votes shall be considered elected. In case of a tie the election shall be decided by lot by the candidates in the presence of the Board of Control. A list of schools voting shall be made from the returned electronic ballots and, together with the results of the nomination and election, be certified by the Chairperson of the Board for publication in the next regular Bulletin.

Section 6. **Right to Vote.** Only the superintendent or his delegated high school principal shall have the right to vote in the nomination and election of Representative Council members.

Section 7. **Meetings.** The Representative Council shall meet at the time of the annual state basketball tournament upon call by the Chairman of the Board, or by petition of a majority of the members of the Representative Council.

Section 8. **Quorum.** A majority of the members of the Representative Council shall constitute a quorum for transaction of business.

Section 9. The Executive Director of the Association shall serve as Secretary of the Representative Council and the Chairperson of the Board shall serve as Chairperson of the Representative Council.

Section 10. It shall be the duty of the Representative Council to formulate the aims and policies of the Association for the ensuing year and it shall have power to initiate amendments and new rules for Executive Director of the Association to submit to the electorate.

Section 11. A school may be expelled from the Association by a two-thirds (2/3) vote of the entire membership of the Representative Council when so voted at a regular semiannual meeting or a called meeting. When so expelled, it shall not be reinstated except by a two-thirds (2/3) vote of the Council at a regular semiannual meeting or a called meeting.

Section 12. No contract between the Board of Control and a candidate for the position of Executive Director of the Association shall be effective until the proposed contract shall have been read and explained to and approved by the Representative Council. The Representative Council may, by a vote of not less than seventeen of the twenty-five (25) members, terminate such a contract before its expiration date for incompetency, inattention to duty, partiality, influencing or attempting to influence the nominations or elections of members of the Board of Control or the Representative Council, or for any other cause, after a full and fair investigation made at a meeting of the Representative Council held for that purpose at which time the Executive Director of the Association shall be permitted to present and make his/her defense allowing him/her a reasonable time therefore. This action shall be written into and form a part of any contract for the employment of an Executive Director of the Association.

ARTICLE XV

- Section 1.** **Facsimile and Electronic Signatures.** In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Articles, facsimile and electronic signatures of any officer or officers of the Association may be used whenever and as authorized by the Board or a committee thereof. An "electronic signature" is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. "Electronic signature" includes: (i) a unique password or unique identification assigned to a person by the Association; (ii) a person's typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person's e-mail address; (iii) a person's facsimile signature; and (iv) any other form of electronic signature approved by the Board.
- Section 2.** **Seal.** The Association shall not adopt an official seal.
- Section 3.** **Fiscal Year.** The fiscal year of the Association shall be from the first day of July through the last day of June.
- Section 4.** **Association Records.** The books and records of the Association shall be kept (except that the member list must also be kept at the places described in Article VII, Section 13 of these Articles) at the principal office of the Association.
- Section 5.** **Members' Right to Information.**
- a. A member of the Association is entitled to inspect and copy, during regular business hours at the Association's principal office, any of the following records of the Association: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) Bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three (3) years; including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the Association's current directors and officers; and (vi) the Association's most recent biennial report delivered to the Iowa Secretary of State, provided the member shall have given the Association written notice of the member's demand at least (5) business days before the date on which the member wishes to inspect and copy.
 - b. Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the Association, any of the following records of the Association provided the member gives the Association written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the Board, records of any actions of a committee of the Board while acting in place of the Board on behalf of the Association, minutes of any meeting of the members, and records of action taken by the members of the Board without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the Association; and (iii) the membership list of the Association.
 - c. Upon written request from a member, the Association, at its expense, shall furnish to that member the annual financial statements of the Association, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.
 - d. The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.
 - e. Without the consent of the Board, no Association record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.
 - f. The Association may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the Association at the expense of the member.
- Section 6.** **Director's Access to Records.** A director is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Association.
- Section 7.** **Electronic Transmissions.** "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XVI

The Bylaws of the Association shall be as stated in the Association Handbook, and can be found at: www.iahsaa.org.

Dated this ___ day of January, 2023.

IOWA HIGH SCHOOL ATHLETIC ASSOCIATION

By: _____

Printed Name: Dave Wiebers **Title:** Chairperson