

223—1.6(303) Board of trustees.

1.6(1) Function. The function of the society board of trustees is to advise the administrator of the society and to stimulate interest in the history of Iowa among the general public, as well as other functions that are not contrary to the Iowa Code.

1.6(2) Composition. Two categories of membership exist for the board of trustees:

a. Elected members. In compliance with Iowa Code subsection 303.4(1), three members of the board of trustees shall be elected annually. The board of trustees shall establish written procedures for the conduct of the election. A society member may nominate a candidate by contacting the administrator. Each member of the society shall be entitled to one vote regardless of membership category. Elected board members shall serve three-year, staggered terms of office. Terms of office shall begin on May 1 consistent with Iowa Code section 69.19.

b. Appointed members. In compliance with Iowa Code subsection 303.4(1), the governor shall appoint nine members to the board. Terms of office shall be in accordance with Iowa Code subsection 303.4(2) and consistent with Iowa Code section 69.19.

1.6(3) Officers. Pursuant to Iowa Code section 303.6, the board of trustees of the society shall annually elect a chairperson and a vice chairperson from its membership. The administrator of the society serves as secretary to the board of trustees. Election of officers shall be held annually at the first meeting of the board following the installation of new members. Election is by a two-thirds vote of all board members.

1.6(4) Meetings. The board of trustees shall meet at least four times per year in accordance with a schedule established by the board. A two-thirds majority of all members of the board shall constitute a quorum to conduct business. All meetings are open to the public under Iowa Code chapter 21. Public notice of all meetings shall be posted in accordance with Iowa Code chapter 21.

1.6(5) Committees—appointment. Committees of the board of trustees may be appointed on an ad hoc basis by the chairperson of the board. Nonboard members may be appointed to committees.

1.6(6) Conflict of interest.

a. Definitions. The following definitions apply in this subrule:

“*Affinity*” means the relationship of a spouse.

“*Consanguinity of the second degree*” means a blood relationship of the second degree such as a brother/sister, grandparent, grandchild.

“*Contract*” means any claim, account, job of work, grant application, provision of materials, or manuscript submitted for remuneration.

b. A board member who has an interest, either direct or indirect, within consanguinity of the second degree, in any contract in which the society is or might become a party shall disclose the interest to the board. The interest shall be noted in the minutes of a board meeting. When the contract requires board action, the affected member shall not participate in any discussion or action by the board with respect to the contract. The affected member shall be disqualified from voting on the contract issue by reason of the conflict. The quorum of the board shall not be changed as the result of a conflict of interest disqualification.