Abstract: The mathematics education literature overwhelmingly emphasizes that students should be actively involved in the construction of mathematical knowledge, rather than simply passive receivers of such knowledge. Inquiry-oriented classrooms aim to provide an environment conducive to this type of learning. This talk focuses on a qualitative case study that aimed to understand prospective elementary school teachers’ affective experiences of an inquiry-oriented Mathematics for Elementary Teachers content course. We will discuss both participatory characteristics and students' experiences of such classrooms and get a sense for what an inquiry-oriented classroom is like. I argue that prospective teachers' experiences as students are of particular importance as we expect teachers to teach in inquiry-oriented ways and these experiences, along with their other experiences as a student, help shape their future teaching practices.