

WASHINGTON FINANCIAL AID ASSOCIATION
(A Washington Nonprofit Association)
(As Revised and Approved by Ballot January 2003)

ARTICLE I
NAME

Section 1.
The name of the association shall be the Washington Financial Aid Association.

Section 2. DEFINITION OF THE REGION.
The geographical region included in the Association shall consist of the state of Washington.

Whenever the term region is used in these Bylaws, it refers to the area described in this section of this article.

Section 3. STATE ASSOCIATION.
The term State Association in these Bylaws refers to the professional financial aid association as defined in Article 1, Section 2.

ARTICLE II
OFFICES

Section 1.
The principal office of the Association for the transaction of its business is located in Thurston County, Washington. The Executive Committee may also change the principal office from one location to another. Any change of this location shall be noted by the Secretary in these Bylaws, or this Section may be amended to state the new location.

Section 2.
The Executive Committee may at any time establish branch or subordinate offices at any place or places where the Association is qualified to do business.

ARTICLE III
PURPOSES

Section 1.
To serve effectively the interests and needs of its membership, students, educational institutions, and public and private organizations through coordination of plans and programs pertinent to student financial aid.

Section 2.
To promote the professional preparation, effectiveness, and recognition of student financial aid personnel in post-secondary educational institutions and others in public and private organizations concerned with the support, development and administration of student financial aid programs.

Section 3.
To promote and conduct conferences, workshops, research and other related activities as may be desirable or required to fulfill the purposes of this Association.

Section 4.
To promote broad representative responses to legislative issues and proposed regulations affecting student financial aid and other related concerns.

ARTICLE IV
MEMBERSHIP

Section 1.

There shall be three classifications of membership in this Association: voting, associate and honorary membership. No person shall hold more than one membership. Application for membership in the Association shall be made to the Membership Committee Chair for processing. There is no limit on the number of members the Association may admit.

Section 2.

Voting membership shall be available to all financial aid, fiscal and other personnel involved with administration of student financial aid programs and employed by post-secondary institutions that have locations in the State of Washington. Voting members shall be entitled to one vote on matters brought before the Association. They can be committee members, committee chairs and officers of the Association. They are required to pay their annual dues in order to be voting members.

Section 3.

Associate membership shall be available to employees of public and private organizations, individuals from post-secondary institutions located in the State of Washington, students and other friends of financial aid. Associate members shall be entitled to participate in all activities, have a voice in meetings and to serve on committees and as chairs of committees, but may not hold office or vote. Associate members are required to pay their annual dues in order to have the privileges of membership.

Section 4.

Honorary membership shall include individuals who have made an outstanding contribution to the Association or in the area of student financial aid and who are selected by the Executive Committee of the Association. Current individual or associate members may not also hold honorary memberships. Honorary membership includes all rights and privileges of the Association, except holding office and voting. Honorary members will not be required to pay dues.

Section 5.

The amount of the annual membership dues payable to the Treasurer of the Association, by voting and associate members, shall be established by the Fiscal Planning Committee and the Executive Committee with the approval of a simple majority of the membership that has cast a vote.

Section 6.

The membership year for dues shall be from July 1 through June 30 each year. Billing for the following year shall be arranged by the Treasurer or Membership Committee Chair. Payment shall be due on or before July 1. A sixty-day grace period will be allowed for payment of dues past July 1.

Section 7.

Any member of the Association will be terminated from membership for nonpayment of dues, or by action of the Executive Committee for reasonable cause after being provided: (1) at least a 15 day prior notice of the termination and the reasons therefore; and (2) an opportunity for the member to be heard by the Executive Committee, orally or in writing, not less than five days before the effective date of termination.

Section 8.

The Association shall keep a record of the name and address of each member. Termination of the membership of any member shall be recorded together with the date of termination of such membership. Such record shall be kept by the Treasurer and Membership Committee Chair and shall be available for inspection by any Executive Committee member or member of the Association during regular business hours.

Section 9.

A member of this Association is not, as such, personally liable for debts, liabilities, or obligations of the Association.

Section 10.

All rights of membership cease upon the member's death or dissolution of the Association.

Section 11.

All rights of a member in the Association shall cease on termination of membership as herein provided.

Section 12.

No member shall use his/her membership in the Association as an endorsement, expressed or implied, of his/her abilities, services, or products.

ARTICLE V
EXECUTIVE COMMITTEE

Section 1. AUTHORITY

The Board of Directors, referred to herein as the Executive Committee, shall have full authority over the affairs of the Association and shall perform the functions of the Association during the interim between meetings of the Association. Such authority shall not include that of rescinding or modifying any official action taken by the Association.

Section 2. MEETINGS.

The Executive Committee shall meet at least once a year. Other meetings of the Executive Committee may be called by the President. Meetings of the Executive Committee are open to all members of the Association. The President shall establish a schedule of regular meetings upon taking office. Members shall be provided with the date and place of all regularly scheduled meetings. Special meetings of the Executive Committee may be called by the President or upon petition of two (2) members of the Executive Committee. At least 50% of the voting Executive Committee members authorized in these Bylaws constitutes a quorum of the Executive Committee for the transaction of business.

Section 3. MEMBERS OF COMMITTEE.

Voting members of the Executive Committee shall consist of the Association officers included in Article VI, Section 1 and Representatives-at-Large included in Article VI, Section 2. Committee chairs (per Article IX, Section 2) and representatives from the associate membership may be asked to serve on the Executive Committee in a non-voting capacity. All members of the Executive Committee must be current members of the Association.

Section 4.

The Executive Committee shall act in behalf of the Association between meetings.

ARTICLE VI
OFFICERS AND ELECTIONS

Section 1. TITLES AND ELIGIBILITY.

The Officers of the Association shall be the President, President-Elect, Past-President, Vice-President-Training, Vice President-Legislation, Treasurer, Treasurer-Elect, Vice President-Ethnic Awareness, Secretary, and At-Large Representatives. Officers of the Association and representatives-at-large must be voting members of the Association as defined in Article IV, Section 2 of these Bylaws.

Section 2. REGULAR ELECTIONS.

(a) Officers of the Association

Officers of the Association, except At-Large Representatives, shall be elected from among the voting members of the Association, such election being held by mail ballot.

(b) Nomination Procedures

Nomination procedures, the election calendar, and a call for nominations will be presented by the Nominations Committee Chair no later than the month of December.

(c) Election Procedures

The Nominations Committee shall mail out ballots no later than the month of January. Candidates may provide their written platforms to be disseminated with the mail ballots to the membership. Write-in candidates shall be accepted. Ballots must be returned by the date the Nominations Committee decides upon and indicates on the ballot. The date shall be no earlier than January 5th and no later than February 1 and shall give membership at least two weeks time in which to return the ballot. The ballots may be sent

to members and received back in electronic format if the Nominations Committee chooses to use this method and is confident of the integrity of the process.

A simple majority of membership votes shall be required to elect a candidate. In the event that no candidate for any one position receives a simple majority, a run-off election between the two candidates receiving the highest number of votes for that position shall be held in February.

(d) At-Large Representatives

To keep the proper balance of sector representation on the Executive Committee, At-Large Representatives shall be selected by the Executive Committee from each sector of the post-secondary education community when no voting member on the duly elected Executive Committee represents them, as soon as possible following the election of new officers. At-Large Representatives will serve one year on the Executive Committee with voice and voting privileges. The recognized sectors of the Washington Financial Aid Association are:

- Two year public colleges
- Four year public colleges and universities
- Independent colleges and universities
- Private vocational colleges and universities
- Members responsible for fiscal duties (such as Perkins administration or student accounts oversight) at any post secondary educational institution

The Executive Committee may choose to modify the list of recognized sectors without having to put a revision to the bylaws before the membership.

(e) Assumption of Duties

All new officers shall assume their elected positions on July 1. The new officers should have received by that date all documentation and records related to the position and have executed all transitional paperwork.

(f) Officers shall be elected as follows:

- | | |
|-----------------------------------|-----------|
| ▪ President-Elect | Annually |
| ▪ Vice President-Training | Odd Year |
| ▪ Vice President-Legislation | Even Year |
| ▪ Treasurer-Elect | Odd Year |
| ▪ Vice President-Ethnic Awareness | Odd Year |
| ▪ Secretary | Odd Year |

Section 3. RE-ELECTION.

An elected officer may be a candidate for re-election.

Section 4. VACANCIES AND TRANSITIONS

(a) Vice-President-Training, Vice-President-Legislation, or Secretary

A vacancy occurring in the office of Vice-President-Training, Vice-President-Legislation, or Secretary shall be filled by a majority vote of the Executive Committee until the next regular election for that position.

(b) President-Elect

The President-Elect shall automatically become President of the Association upon the resignation or ineligibility of the President to serve. If the vacancy occurs within the first four months of the term, this will be considered as the regular term of office for the incoming President. A special election shall then be held as soon as feasible to fill the vacancy of President-Elect.

(c) At-Large Representatives

At-Large Representative vacancies shall be filled by the Executive Committee's selection of a voting member of the sector this officer represents.

(d) Past-President

A vacancy in the office of Past-President will be filled by the next most recent Past-President of the Association who is eligible and willing to serve.

(e) Treasurer

A vacancy in the office of the Treasurer shall be filled by the Treasurer-Elect. Should the Treasurer become ineligible to serve during the first year of the two-year term, the Treasurer shall be permitted to complete the remainder of the first year in order to allow for an orderly transition. In the event there is no Treasurer-Elect to fill the Treasurer's vacant position, then the next most recent Treasurer who is eligible and willing to serve will fill the vacancy.

(f) Treasurer-Elect

A vacancy in the office of the Treasurer-Elect shall be left unfilled and the Treasurer's position that would be assumed by the Treasurer-Elect would be filled by the next regular election, with the elected Treasurer serving for two years as Treasurer.

(g) Resignation and Report Requirements

Any officer who becomes ineligible to serve, or who must otherwise resign, shall submit a resignation and a final report during the next scheduled Executive Committee meeting. Transition activities will be decided upon by the Executive Committee.

Section 5. DUTIES.

Duties of officers and representatives-at-large shall be as specified in these Bylaws and in the parliamentary authority of Robert's Rules of Order, Revised, adopted by the Association to govern all proceedings which these Bylaws do not cover, insofar as the latter does not conflict with the former.

ARTICLE VII

DUTIES OF OFFICERS AND REPRESENTATIVES-AT-LARGE

Section 1.

The President shall:

- (a) Lead the Association and preside at all meetings of the Association and the Executive Committee, and perform such other duties as pertain to the office of the President
- (b) Be an ex-officio member to all committees;
- (c) Submit an annual report to the Association; and shall
- (d) Serve as a representative and liaison to WASFAA, NASFAA, and other associations, students and private agencies (CSS, ACT, WSCHSCR, etc.).

Section 2.

The President-Elect shall:

- (a) Automatically become President of the Association at the conclusion of the president's regular term of office or sooner if a vacancy exists;
- (b) Serve as Parliamentarian at the Business Meetings of the Association;
- (c) Select future conference site(s); and shall
- (d) Attend the NASFAA Leadership Training in the spring prior to assuming office.

Section 3.

The Past-President shall:

- (a) Maintain the continuity of the existing program and activities of the Association.
- (b) Hold office for one year subsequent to serving as President of the Association;
- (c) Perform the duties of the President in the event of the absence or temporary incapacity of the President;
- (d) Assist the President in any way desired;
- (e) Serve as Chair of the Nominations Committee; and shall
- (f) Serve as Chair of the Awards Committee.

Section 4.

The Vice-President-Training shall:

- (a) Be responsible for institutes, workshops, consultative services and evaluations;
- (b) Serve a two year term; and shall
- (c) Perform such duties as are assigned by the President or Executive Committee.

Section 5.

The Vice-President-Legislation shall:

- (a) Be responsible for legislative analysis and support;
- (b) Serve as liaison to federal and state administrations, Congress, and the State Legislature;
- (c) Serve a two year term; and shall
- (d) Perform such duties as are assigned by the President or Executive Committee.

Section 6.

The Treasurer shall:

- (a) Maintain the books, bill and collect dues, and pay authorized bills received by the Association;
- (b) Serve as Chair of the Fiscal Planning committee which presents the budget to the Executive Committee for approval at the first Executive Committee meeting of the year;
- (c) Maintain an updated list of all members and provide the updated list to the Executive Committee;
- (d) Oversee the maintenance of the data base for the WFAA directory that is compiled by the Membership Committee Chair;
- (e) Arrange for an annual audit of the association's fiscal operations and shall be under such bond as determined by the Executive Committee;
- (f) File Association's tax returns;
- (g) Serve a two year term;
- (h) Be ready whenever required to give the Executive Committee all moneys and financial records;
- (i) Give same to the successor upon completion of the term of office, and shall
- (j) Perform such duties as are assigned by the President or Executive Committee.

Section 7.

The Secretary shall:

- (a) Be responsible for keeping and maintaining the records of all meetings of the Association and of the Executive Committee;
- (b) Be responsible for the mailing of meeting notices and such other communications as provided for in the Articles and Bylaws;
- (c) Assist the President in the preparation of documents to be presented to the membership for information or for a vote;
- (d) Serve a two year term; and shall
- (e) Perform such duties as are assigned by the President or Executive Committee.

Section 8.

The Vice President-Ethnic Awareness shall:

- (a) Provide direction and guidance to the conference and training committees to plan appropriate workshops, interest sessions and speakers;
- (b) Administer the Ethnic Awareness scholarship, including assuming responsibility for marketing the program;
- (c) Chair the committee on Ethnic Awareness, including identifying committee members;
- (d) Serve a two year term; and shall
- (e) Perform such duties as are assigned by the President or Executive Committee.

Section 9.

The At-Large Representatives shall perform all duties as assigned by the President, as prescribed by the Executive Committee or as called for by these By-Laws, the Articles of Incorporation, etc.

Section 10.

The Treasurer-Elect shall:

- (a) Learn the duties of the Treasurer during his/her year as Treasurer-Elect in order to actively assume the role of Treasurer at the conclusion of the Treasurer's term of office;
- (b) Assume duties as the Treasurer after serving for a year as Treasurer-Elect or in the event the Treasurer must leave office before the end of his/her term;
- (c) Serve a one-year term as Treasurer-Elect (or Treasurer in the event that the Treasurer must leave office before the end of his/her term), and a two year term as Treasurer for a total of three years;
- (d) Perform such duties as are assigned by the President, Executive Committee, or Treasurer.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETING AND ANNUAL MEETING.

Meeting(s) of members shall be held at such places within or without the State of Washington as may be designated by the Executive Committee. The members shall meet annually on a date and time as determined by the Executive Committee for such business as may come before the meeting.

Section 2. SPECIAL MEETINGS

(a) Authorized persons who may call.

Special meetings of the members shall be called by the Executive Committee, the President of the Association, or by petition of two members of the executive Committee. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the voting members.

(b) Calling meetings by members.

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by e-mail to the President, or Secretary of the Association. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the time and place of the meeting. The date for such meeting shall be fixed by the Executive Committee and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 3. NOTICE OF MEMBER'S MEETINGS

(a) Time of notice.

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Association not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat: provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of giving notice.

Notice of a members meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the Association or given by the member to the Association for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail or other means of written communication.

(c) Notice: General contents.

Notice of a membership meeting shall state the place, date, and time of the meeting and:

- (1) In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
- (2) In the case of a regular meeting, those matters that the Executive Committee, at the time notice is given, intends to present for action by the members.

Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.

(d) Notice of certain agenda items. Action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by the association members entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of members of the Executive Committee without cause;
- (2) Amending the Articles of Incorporation; and
- (3) An election to voluntarily dissolve the Association.

Section 4. QUORUM

(a) Percentage required.

A quorum shall consist of twenty percent (20%) of the voting members of the Association.

(b) Loss of quorum.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

Section 5. VOTING

Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings may be by voice vote, show of hands, or by ballot. Election of members of the Executive Committee shall be as defined in Article VI, Section 2.

Section 6. PROXIES.

Proxies shall not be permitted for any use by any member of the Association in the transaction of business, including but not limited to nominations and elections.

Section 7. MEETINGS: CHIEF OFFICER AND PARLIAMENTARY AUTHORITY.

Meetings of members shall be presided over by the President of the Association or, in his or her absence, by the Past-President of the Association or, in the absence of all of these persons, by another officer as designated by the President or Executive Committee. The Secretary of the Association shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings of members of the Executive Committee shall be governed by Robert's Rules of Order, as such rules may be revised from time to time insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law.

Section 8. ACTION WITHOUT A MEETING - WRITTEN BALLOT

(a) General.

Any action, which may be taken at any regular or special meeting of members, may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 3(b) of this Article.

(b) Solicitation of written ballots.

All written ballots shall also indicate the number of responses needed to meet the quorum requirements and, except for ballots soliciting votes for the election of members of the Executive Council, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

(c) Quorum: Majority.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation.

A written ballot may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.

ARTICLE IX
COMMITTEES

Section 1. AUTHORIZATION FOR EXECUTIVE COMMITTEE.

The Executive Committee may, by a majority vote of members of the Executive Committee then in office, designate two (2) or more of its members (who may also be serving as officers of this Association) to constitute a Committee and delegate to such Committee any of the powers and authority of the Executive Committee in the management of the business and affairs of the Association, except with respect to:

- (a) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Executive Committee or on any committee that has the authority of the Executive Committee.
- (c) The fixing of compensation of the members of the Executive Committee for serving on the Executive Committee or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal of any resolution of the Executive Committee that by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Executive Committee of the members thereof.
- (g) The approval of any transaction to which this Association is a party and in which one or more of the members of the Executive Committee has a material financial interest, except as expressly provided in Washington State law.

By a majority vote of its members then in office, the Executive Committee may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below three (3) the number of its members, and fill vacancies therein from the members of the Executive Committee. The Committee shall keep regular minutes of its procedures, cause them to be filed with the Association records and report the same to the Executive Committee from time to time as it may require.

Section 2. COMMITTEE APPOINTMENTS.

Members of Committees shall be appointed by the President and/or the Chair of the respective committee. The Chair of each Committee shall be appointed by the President with the approval of the Executive Committee, except where the chairs of those committees are designated in these Bylaws. All committee chairs must be voting or associate members of the Association.

Section 3. COMMITTEE MEETINGS.

Meetings and actions of committees shall be governed by the provisions of these Bylaws, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Executive Committee, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Committee and its members, except that the time for regular meetings of committees may be fixed by resolution of the Executive Committee or by the committee. The time for special meetings of committees may also be fixed by the Executive Committee. The Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

Section 4. EXECUTIVE COMMITTEE

The Executive Committee shall be the decision-making body in emergency situations declared so by the President and is responsible for ensuring that the ongoing business of the association shall continue in an orderly manner during the interim between conferences as directed by the membership. The Executive Committee shall serve as a planning and coordinating body to direct the business of the association. Decisions will be made by simple majority. It shall be composed of: President, President-Elect, Past-President, Vice President-Training, Vice President-Legislation, Treasurer, Treasurer-Elect, Secretary, and At-Large Representatives.

Section 5. FISCAL PLANNING COMMITTEE

The Fiscal Planning Committee shall be the planning body that makes recommendations to the Executive Committee regarding fiscal policy. It shall be composed of: Treasurer as Chair, President, Past-President, Chair of the Development Committee, the out-going Treasurer during transition years, Treasurer-Elect, and the At-Large Representative for fiscal officers.

Section 6. NOMINATIONS COMMITTEE

The Nominations Committee shall be the committee to solicit from and make recommendations to the Association for individual members to appear on the ballot for available positions each year. The

committee shall normally recommend to the Association the names of at least two individual members for each available position. The committee shall be comprised of the Past-President as chair and four other members selected by the Past-President. A minimum of three sectors shall be represented on this committee.

Section 7. PUBLICATIONS COMMITTEE

The Publications Committee shall provide a mechanism for communication, public relations, information dissemination and creative contributions to the profession.

Section 8. MEMBERSHIP COMMITTEE

The Membership Committee will work in conjunction with the Treasurer to assure accurate records of the membership. In addition the committee will send out invoices for dues when appropriate or deemed necessary, encourage membership to WFAA among the state's financial aid administrators, and create and distribute the annual WFAA Directory. The committee will also perform such duties as are assigned by the President, Treasurer, or Executive Committee.

Section 9. ELECTRONIC SERVICES COMMITTEE

The Electronic Services Committee will have oversight of the WFAA website and other electronic services that WFAA provides to the membership. At times this committee may work in tandem with the publications committee. Because of the complexity of Electronic Services, it is desirable for the chair of this committee to serve as chair for a period of time longer than the one year recommended in Section 11. The committee will also perform such duties as are assigned by the President, or Executive Committee.

Section 10. ETHNIC AWARENESS COMMITTEE

The Ethnic Awareness Committee shall be chaired by the Vice President - Ethnic Awareness. The Ethnic Awareness Committee shall provide leadership in Ethnic Awareness for the membership, which may include presentations and written publication. In addition, the Ethnic Awareness Committee will be responsible for the dissemination of information, collection of applications and determination of recipients of any WFAA sponsored multi-cultural scholarships that are available to students in the State of Washington. The committee will also perform such duties as are assigned by the President or Executive Committee.

Section 11. ASSOCIATION COMMITTEES.

The Association shall have such other committees as may from time to time be designated by resolution of the Executive Committee. Such other committees may consist of persons who are not also members of the Executive Committee. Except where provided otherwise by these Bylaws, etc., the members of these committees shall be appointed by the President and shall serve a one-year maximum term to insure maximum participation and training for the membership. These additional committees shall act in an advisory capacity only to the Executive Committee.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. AUTHORIZATION TO ENTER INTO CONTRACT.

The Executive Committee except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. AUTHORIZATION TO MAKE PAYMENT.

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer, the President of the Association, or the Past-President of the Association except that any check payable to the Treasurer must be signed by the President or Past-President only.

Section 3. DEPOSIT OF FUNDS.

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Treasurer may select. The Treasurer shall advise the Executive Committee of all such transactions.

Section 4. CONTRIBUTIONS.

The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

Section 5. FISCAL GUIDELINES.

The Executive Committee shall annually approve the fiscal year budget of the Association, by the end of the first month of the fiscal year.

ARTICLE XI

ASSOCIATION RECORDS, REPORTS AND SEAL

Section 1. ASSOCIATION RECORDS.

The Association shall keep at one or more of the association's established offices:

- (a) Minutes of all meetings of members and of the Executive Committee.
- (b) Adequate and correct books and records of account.
- (c) A record of its members.
- (d) A copy of the association's Articles of Incorporation and the Bylaws as amended to date.

Section 2. SEAL.

The Executive Committee may adopt, use, and at will alter, a Corporate Seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to Association instruments, however, shall not affect the validity of any such instrument.

Section 3. INSPECTION BY DIRECTORS.

Every member of the Executive Committee shall have the absolute right at any reasonable time to inspect and copy all books records, and documents of every kind and to inspect the physical properties of the Association.

Section 4. MEMBERS INSPECTION RIGHTS.

Each and every member shall have the following inspection rights, for a stated purpose reasonably related to such person's interest as a member.

- (a) To inspect and copy the records of all members' names, addresses and voting rights, at reasonable times, upon prior written request of the Association.
- (b) To obtain from the Secretary or Treasurer of the Association, upon written request and payment of a reasonable charge, a list of the names, addresses and voting rights of current members.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Executive Committee or committees of the Executive Committee, upon request.

Section 5. INSPECTION RIGHTS; GENERALLY.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 6. ANNUAL REPORT.

The Executive Committee shall cause an annual financial report to be furnished not later than one hundred and twenty (120) days after the close of the association's fiscal year to all members of the Executive Committee of the Association and, if this Association has any members, to any member who requests it in writing.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of July and end on the 30th day of June of each year.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

Section 1.

Before any members have been admitted to the Association, any amendment of the Articles of Incorporation may be adopted by approval of the Executive Committee.

Section 2.

After members, if any, have been admitted to the Association, amendment of the Articles of Incorporation may be adopted by the approval of the Executive Committee and by approval of the members of this Association.

Section 3.

Notwithstanding the above Sections of this Article, this Association shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first members of the Executive Committee of this Association nor the name and address of its initial agent, except to correct an error in such statement

ARTICLE XIV
PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS

No member, member of the Executive Committee, officer, employee or other person connected with this Association, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any on its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Committee; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Executive Committee, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

ARTICLE XV
EMPLOYEES

Provided the necessary funds are available, the Executive Committee may employ personnel whose titles, duties and remuneration shall be determined by the Executive Committee. Any paid employee with fiscal responsibility may be bonded at the expense of the Association in the amount determined by the Executive Committee.

ARTICLE XVI
RELATIONSHIP TO THE EXTERNAL ASSOCIATIONS AND AGENCIES

Section 1. RELATIONSHIP TO NASFAA AND WASFAA

This Association recognizes and encourages membership and participation of its members in both the National and Western Associations of Student Financial Aid Administrators.

Section 2. REPRESENTATION TO WASFAA

The WFAA representative(s) to the WASFAA's governing board shall be appointed by the Executive Committee taking into account guidelines provided by WASFAA.

ARTICLE XVII
INDEMNIFICATION OF EXECUTIVE COMMITTEE MEMBERS

The Association may, in its sole discretion, indemnify each of its Executive Committee members against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an Executive Committee member and shall advance to such member expenses incurred in defending any such proceeding to the maximum extent permitted by the law.

For purposes of this Article, an Executive Committee member of the Association includes any person who is or was an Executive Committee Member as defined in Article VI, or is or was serving at the request of the Association or the Executive Council as a member of a committee of the Association. The Executive Committee may, in its sole discretion, provide by resolution for such indemnification of, or advance of expenses to, other agents of the Association and likewise may refuse to provide for such indemnification or advance of expenses to the extent such indemnification is not mandatory under the law.

ARTICLE XVIII AMENDMENTS

These Bylaws may be amended only by a two-thirds (2/3) majority affirmative vote of a quorum of the Association members voting provided that each amendment shall have been proposed in writing to the Secretary by the Executive Committee, a committee authorized by the Association, or by a petition of five percent (5%) of the voting members of the Association; and provided that a copy of the amendment shall have been mailed to each voting member of the Association at least thirty (30) days before the vote is called by the Executive Committee. A quorum for by-law changes shall be 30% of the voting Association membership.