

Bylaws
of the
Georgia Association
of Student Financial Aid Administrators, Inc.

ARTICLE I

NAME

The name of this organization shall be the Georgia Association of Student Financial Aid Administrators, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association, a nonprofit corporation incorporated under the laws of the State of Georgia, shall be in Tucker, Georgia.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized, subject to the limitations of Article XIII, hereof, are:

A. To promote the professional preparation and effectiveness of the Association of Student Financial Aid Administrators in postsecondary institutions, governmental agencies, foundations, lending institutions and others who administer student financial aid programs.

B. To assist educational institutions, foundations, lending institutions, governmental agencies, and private and community organizations to promote and develop effective programs pertinent to student financial aid.

C. To facilitate communications between educational institutions and sponsors of student financial aid funds through an exchange of ideas, information, and experience.

D. To promote such systematic studies, cooperative experiments, conferences and other related activities as may be desirable or required to fulfill the purpose of this Association.

ARTICLE IV

MEMBERSHIP

Members of the Association shall consist of persons associated with postsecondary institutions, and other institutions of higher education, secondary schools, governmental agencies, lending institutions, foundations, and others who administer financial aid programs; or individuals interested in student financial aid but not associated with one of the aforementioned institutions or organizations. All members are subject to approval by the Executive Board, or must pay annual dues in accordance with regulations for payment of dues as established by the Executive Board as corresponds to the fiscal year of the Association.

Types of Membership:

1. *ACTIVE* - Membership shall be individual rather than institutional, as evidenced by the annual payment of dues. Membership is not transferable. Application for active membership shall be made to the Treasurer, who shall approve those who meet membership criteria. Applications of those who do not appear to meet the membership criteria shall be presented to the Executive Board by the Treasurer for approval or disapproval.

2. *HONORARY* - Permanent membership bestowed by the Executive Board for outstanding service in the field of support and/or the administration of student financial aid. Permanent membership bestowed to the recipients of The Donald E. Payton Award for Lifetime Achievement.

3. *LIFETIME* - Permanent membership bestowed on Past Presidents of GASFAA who are no longer involved in the administration of student financial aid.

A. Membership shall terminate when a member no longer meets the criteria outlined in this Article and/or any member of the Association may be dropped from membership for nonpayment of dues upon action of the Executive Board or by action of the Executive Board for just cause after being afforded the opportunity to be heard by the Executive Board.

B. *Resignation*. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

C. *Nonliability*. Members of the Association recognize that one of the purposes of the Association is to provide training and informational services to its members through training conferences and periodic written material. While the Association shall utilize its best efforts to provide its members with the most current information available, there can be no

assurances or warranty that any such information provided to the members is correct or has not been superseded or that more current information is not available. Furthermore, the Association can give no assurances or warranty that its interpretation of any rule, regulation, or statute will be in conformance with any present or future interpretation of such rule, regulation or statute by any appropriate governmental authority. Accordingly, each member shall hold the Association harmless from any claims, damages, or liability resulting from such member's use of any information, data, or interpretations as provided to such member by the Association.

ARTICLE V

VOTING

Voting privileges are extended to all GASFAA members as defined below:

A. Voting eligibility. Each individual member shall be entitled to one vote on each matter submitted for a vote by the membership. Voting may occur electronically, in person at a regular meeting, or by procedures approved by the Executive Board and in compliance with these Bylaws. Only members in good standing shall be entitled to stand for election to an office of the Association.

B. Unless otherwise specified, a majority vote is required to approve an action of any unit of the Association.

All paid members are encouraged to vote even if conference attendance is not possible. To facilitate electronic voting, paid members will be allowed to vote on-line for a period of 14 days prior to the close of voting at the Spring Conference.

ARTICLE VI

FINANCE

A. The fiscal year of the Association shall be from July 1 to June 30 of each year.

B. Annual dues shall be established by the Executive Board. However, any increase in dues of the Association shall be circulated in writing to all members of the Association affected by such increase at least thirty (30) days prior to the effective increase date. Membership dues for any partial period of the fiscal year are payable at the full year rate.

C. Income shall be derived from membership dues and such other sources as the Executive Board may approve.

D. Registration fees for any conferences are to be recommended by the program committee and approved by the Executive Board.

E. The books of the Association shall be reviewed at the conclusion of each of the Association's fiscal years by a Certified Public Accountant (CPA).

ARTICLE VII

EXECUTIVE BOARD

A. The administrative responsibilities of this Association shall be vested in an Executive Board. This administrative responsibility shall include the general conduct of the affairs of the Association between meetings of the membership except those that modify the substance of the official action taken by the membership of the Association.

The Executive Board shall function as Board of Directors of the Association and, in the management of business, property, and assets of the Association, shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents and employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the State of Georgia or any other laws, the Articles of Incorporation of the Association, or these Bylaws.

B. The Executive Board shall meet at the call of the President or by petition of a majority of voting board members.

C. The Executive Board shall consist of the following:

1. The President, Vice-President for Program, Vice-President for Professional Development, President-Elect, Immediate Past-President, Secretary, and Treasurer as voting members.

2. The Sponsorship Coordinator, Newsletter Editor, and others appointed by the President, as non-voting members.

3. Two-thirds (2/3) of the voting members of the Board shall constitute a quorum.

ARTICLE VIII ELECTIONS OF OFFICERS

A. Nominating Chairperson

The Chairperson of the Nominating Committee shall be the immediate Past-President. Should the office of immediate Past-President become vacant, the most recent Past-President shall chair the Nominating Committee provided that the member does not hold an elected office for that year. Should the most recent Past-President for any reason be unable to chair the Committee, the President shall appoint, with at least two-thirds approval of the Executive Board, a person to serve as Chairperson. The person appointed may not be a current officer and must have been a member of the Association for at least one year.

1. The Chairperson shall preside at all meetings of the Committee and will make reports on behalf of the Committee.

2. The Chairperson shall notify each member of the Committee thirty (30) days prior to each meeting.

B. Committee Members

1. No later than September 1st of each year, the Executive Board shall approve the President's appointments to the Nominating Committee.

2. The Committee shall consist of five members, including the Chairperson.

C. Operations of the Committee

1. The Chairperson of the Committee shall receive from the general membership recommendations for GASFAA officers and present them to the Committee.

2. Recommendations from a member must be in writing and a resume shall accompany each recommendation.

3. The Committee shall meet no later than sixty (60) days prior to the Spring meeting of the Association.

4. The Chairperson of the Nominating Committee shall obtain the permission of each candidate prior to notifying the membership of the nominations.

5. The Chairperson shall send to all paid members the report of the Nominating Committee either by special mailing or by the Newsletter. The mailing must be postmarked no later than thirty (30) days prior to the Spring meeting.

6. The Committee shall consider all recommendations of the members. They are free to consider all dues-paid members for nominations. No member may be excluded from consideration because of present or past service to the Association or its regional and national organization.

7. The Committee shall make no determination as to whether a person will run for office without consultation with that individual.

8. No member of the Nominating Committee may be placed in nomination for an office by the Committee, but may be nominated from the floor.

D. Election Procedures (to be used when more than one person is nominated for an office)

1. The Chairperson of the Nominating Committee shall supervise the printing of the ballots and shall see to the safeguarding of the ballots.

2. At the Spring Business Meeting, upon the direction of the President, the Chairperson and members of the Committee shall distribute, collect, and tabulate the ballots.

3. Ballots shall provide for a place for nominations from the floor and will list the nominees in alphabetical order in accordance with the office for which they have been nominated.

4. Following tabulation of the ballots, which shall be witnessed by all members of the Committee unless they are absent from the Spring Business Meeting, the Chairperson shall present to the membership during the Business Meeting the results of the election.

5. Upon the presentation of the results of the election, the President shall direct the Chairperson and the Association's secretary to destroy all ballots unless Article VIII-D (6) is in force.

6. Upon a motion from any member made following the presentation of the results, duly seconded, and majority approved, the President shall impound the ballots and hold until any questions are resolved which involved the election of officers.

7. Special Elections. In the event of a vacancy in the President-Elect position or a concurrent vacancy in the President and President-Elect positions, a special election shall be called and voting shall take place by mail-in ballot. The eligible voting membership shall be restricted to those paid members as of the date of the vacancy announcement. The Nominations Committee shall convene and select a slate within 20 days of the notice of the vacancy. Within 10 days of the approval of the slate, ballots will be mailed to all eligible voting members of the Association. Announcements of the name of the President-Elect or President and President-Elect, shall be made to the membership no more than 60 days from the initial notice of the vacancy in the position. However, in the event that 75 days or less remain from the notice of vacancy until the next regularly scheduled election of officers, the process for filling the vacancy shall coincide with the regular elections.

ARTICLE IX

OFFICERS AND DUTIES

The following officers will be elected by the Association at the Spring conference:

1. President, to serve a one year term. The President is the chief executive officer of the Association and shall preside at all meetings of the Association; chair the Executive Board; approve members of all committees; serve, ex-officio, on all committees; authorize expenditures and have the authority, in addition to the treasurer, to pay bills of the Association; and perform such other duties as may be required by the Association. This person also serves on the Executive Board of the Southern Association of Student Financial Aid Administrators.

2. The President-Elect shall perform all duties of the President in the absence of that officer, and assumes the duties of the President if that officer in that position resigns. The President-Elect shall serve one year in that position, a second year as President, and a third year as immediate Past-President.

The President-Elect shall also serve as Chairperson of the Site Selection Committee. The President-Elect shall serve as a member of the Bylaws/Policies and Procedures Committee, perform all duties as designated by the President or required by the Association; prepare a proposed Association budget for the ensuing year as President for consideration of the Executive Board.

3. Vice-President for Program, to serve as Program Chairperson for the Association's meeting(s) and shall serve for one year.

4. Vice-President for Professional Development, to be responsible for state training activities and shall serve for one year.

5. Secretary, to keep all minutes of Association meetings, Executive Board meetings, and attend to correspondence of the Association, other than the newsletter. The Secretary shall serve for one year. The Secretary shall serve as the Chairperson of the Bylaws/Policies and Procedures Committee.

6. Treasurer, to attend to the keeping of the financial accounts of the Association; pay all bills, issue receipts on behalf of the Association. The Treasurer shall submit within sixty (60) days of the close of the fiscal year an annual report consisting of a review performed by an independent certified public accountant (CPA). An annual Federal Tax Return-Form 990 or 990EZ (and /or applicable forms) must be prepared and filed by November 15 of each fiscal year to the IRS. The Treasurer shall serve for a period of two years.

7. Past-President, to serve as Chairperson of the Nominations Committee and as Parliamentarian of the Association.

8. Officers may be removed from office for misconduct, failure to perform the duties of the office, or for other just causes as determined by the Executive Board. The Board, in executive session, shall consider the charges, review evidence presented by all parties, and reach a decision. A two-thirds (2/3) majority vote of the Executive Board is necessary for removal from office. The decision of the Executive Board shall be final. The President shall preside over the proceedings unless the President is being considered for removal from office. In that event, the Vice-President for Program will preside. Parties may be represented by counsel. The Secretary or a designee will record and transcribe all testimony. The presiding officer shall provide a summary of the action at the next regularly scheduled meeting or through the Association's newsletter. Vacancies created through this action shall be filled in the manner prescribed in Article VIII of these Bylaws.

ARTICLE X

COMMITTEES

The President shall appoint any committee as deemed necessary for the conduct of the Association's business, and unless specified in these Bylaws, designate the chairperson of such committees. In the event the President is unable to appoint a committee, or the office of President is vacant, the Executive Board may appoint any committee by majority consent of the Executive Board. Each committee chairperson shall appoint the members of his/her committee with the approval of the President.

A. Standing Committees

Program Committee - Responsible for the planning of the Fall and Spring Conferences. This committee is chaired by the Vice-President for Program.

Professional Development Committee - Responsible for all training conducted by the Association, and assisting with the Probe Workshops throughout the State. This committee is chaired by the Vice-President for Professional Development.

Site Selection Committee - Responsible for selecting a site for the Fall and Spring Conferences as appropriate. This committee is chaired by the President-Elect.

Bylaws/Policies and Procedures Committee - Responsible for reviewing and updating the Bylaws and Policies and Procedures Manual. This committee is chaired by the Secretary.

Finance and Budget Committee- Responsible for developing, overseeing and maintaining proper fiscal controls and financial management strategies to ensure fiscal integrity of the Association. This committee's chairperson is appointed by the President.

Elections and Nominations Committee - Responsible for nominating candidates for office in the Association and the supervision and certification of the casting of ballots. This committee is chaired by the Immediate Past-President.

Membership Development Committee - Responsible for soliciting membership in the Association. This committee's chairperson is appointed by the President.

Newsletter Committee - Responsible for compiling, printing, and distributing the official GASFAA Newsletter. This committee is chaired by the Newsletter Editor who is appointed by the President.

B. Ad Hoc Committees

Appointed as deemed necessary by the President.

ARTICLE XI

MEETINGS

A meeting of the entire membership shall be held at least once a year, upon the call of the Executive Board. A business meeting shall be held at the time of the meeting.

ARTICLE XII

DISSOLUTION OR FINAL LIQUIDATION

Dissolution or final liquidation of the Association shall take place and the distribution of assets shall proceed as provided in the Association's Article IX of Incorporation.

ARTICLE XIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Executive Board may authorize any officer or officers 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 instance.

2. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers and in such manner as shall be determined by resolution of the Executive Board. In the absence of such determination, such instruments shall be signed by the Treasurer or by the President.

3. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may elect.

4. Funds generated for the GASFAA Memorial Scholarship are to be used solely for the purposes of operating the Memorial Scholarship funds and providing scholarships to Georgia college students as determined by the applicable Policies and Procedures. The GASFAA Memorial Scholarship funds are to be maintained separately from GASFAA's Reserve, Checking and Savings accounts.

5. The Executive Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Association.

ARTICLE XIV

LIMITATION ON ACTIVITIES

A. The Association shall not be operated for profit (except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purpose as set forth in Article III hereof). The Association shall not directly or indirectly 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 provisions in the Bylaws or the Association's Articles of Incorporation, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Code Section 501(c)(3), (or corresponding provisions of any future United States Internal Revenue Laws). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except that the corporation may elect to have provisions of Section 501(h) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) apply with respect to such activities.

B. The Association shall not authorize or issue shares of stock, obtain any dividends, or make any loans to its member organizations, members of the Executive Board, officers, agents, or employees.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all applicable cases not inconsistent with the Articles of Incorporation, these Bylaws, and any special rules which may from time to time be adopted by the Association. The Immediate Past-President shall serve as the Parliamentarian at each Business Meeting.

ARTICLE XVI

AMENDMENTS

These Bylaws may be amended by two-thirds majority of those paid members voting at any regular Business Meeting. Each amendment shall have been proposed in writing by the Executive Board and a copy of the proposed amendment(s) shall have been mailed to each member of the Association at least thirty (30) days prior to the vote taken.

