

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

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ARTICLE I - NAME

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

ARTICLE I - 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. **Institutional Member** - Membership shall be institutional for post-secondary institutions. Each institution will be required to submit annual payment of dues.
2. **Partner Member** - Membership shall be for those entities that work with post-secondary institutions (for example: lenders, servicers, state agencies, vendor/sponsor)
3. **Associate Member** Associate membership in the Association may be open to individuals, at the discretion of the Executive Board, who:
 - a) Have primary job duties and responsibilities that fall in areas other than the administration and support of student financial aid in government offices and agencies, and in other

- private, community or civic organizations or programs but for whom financial aid administration is a secondary or related job responsibility, or
- b) Have primary job duties and responsibilities that include the administration and support of student financial aid in post-secondary institutions of education outside the state of Georgia; or
 - c) Were actively engaged for at least 10 years in the administration of student financial aid or have been approved for this membership category by a majority vote of the Executive Board, and are no longer employed in the financial aid profession, and are not eligible under Institutional or Partner membership.

Associate members shall have all privileges of membership, with the exception of holding the offices of President, President-Elect, Secretary, Treasurer, or Treasurer-Elect.

- 4. **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.
- 5. **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 and electronic 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

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 conference.

- A. *Voting eligibility.* The member types of institutional and partner members are given one vote per entity. The primary representative of each institution or partner member is to place the vote for that institution or partner. Associate, Honorary and Lifetime members are given an individual vote.

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

The voting members of the Executive Board will be elected by majority vote of the members of the association annually.

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 Professional Development, President-Elect, Immediate Past-President, Secretary, Treasurer as voting members.

2. Treasurer-Elect (an elected but non-voting member) and Committee Chairs as 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 - OFFICERS AND DUTIES

The following officers will be elected by the Association at the 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 Professional Development**, to be responsible for state training activities and shall serve for one year.
4. **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.
5. **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 an annual report to 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, first year as Treasurer-Elect and the second year as Treasurer.
6. **Past-President**, to serve as Chairperson of the Nominations Committee and as Parliamentarian of the Association. The Past-President shall serve as the Chairperson of the Bylaws/Policies and Procedures Committee.
7. **Treasurer-Elect**, to be responsible for learning the treasurer duties and shall perform all duties of the treasurer in the absence of that officer. This person is not a voting member of the Executive Board for the Treasurer-Elect year. This is a two year commitment, one year as Treasurer-Elect, the next year as Treasurer.

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 Professional Development 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 the Policies and Procedures.

ARTICLE IX - 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.

ARTICLE X - MEETINGS

A meeting of the entire membership shall be held at least once a year, upon the call of the Executive Board and is generally held at the annual conference. A business meeting shall be held at the time of the meeting. The Executive Board may call electronic meetings or meetings by telephone or video conference, if needed.

ARTICLE XI - 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 XII - 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 XIII - 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 XIV - 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 XV - 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 submitted electronically to each member of the Association at least thirty (30) days prior to the vote taken.