

Bylaws of the North Dakota Association of Student Financial Aid Administrators

ARTICLE I. NAME

The name of the corporation shall be: North Dakota Association of Student Financial Aid Administrators. It may be referred to in these bylaws as either the Corporation or the Association.

ARTICLE II. PURPOSES

The corporation shall be organized as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code. Within this general limitation, the specific purposes of the corporation shall include the following.

- A. To promote professional growth in the area of financial aid.
- B. To provide a cooperative association of people directly related to student financial aid and to promote communication between these people.
- C. To better serve the needs of students through closer cooperation between institutions and those involved in administering financial aid programs.
- D. To stimulate a greater interest in the area of financial aid.
- E. To assure that the financial aid facet of student personnel work is understood by and in cooperation with the areas within student personnel.
- F. To encourage research within the profession.
- G. To encourage better communication between financial aid administrators of postsecondary educational institutions and those in areas related to the profession such as high schools, parents, other financial aid granting institutions including banks and savings and loan associations, and others.
- H. To encourage financial aid officers to become involved with related fields.

ARTICLE III. POWERS

The corporation shall have all the powers of nonprofit corporations described in section 10-24-05 of the North Dakota Century Code.

ARTICLE IV. MEMBERSHIP

- A. Types of Membership. Membership shall be of two types--institutional and associate.
- B. Institutional Membership
 1. Institutional membership shall be open to North Dakota Postsecondary Educational Institutions which administer financial aid programs.
 2. Each institution in good standing shall be entitled to one voting representative. The chief Financial Aid Administrator of each member institution of the Association shall designate an official institutional representative, who has primary responsibility for the administration of student financial aid to represent it at meetings or otherwise in connection with the Association. The representative may designate an alternate representative, who shall also be a practicing student financial aid administrator, who shall act in place of the designated representative. The name of the voting representative shall be submitted with the payment of the annual dues.
 3. Any additional institutional representatives shall be entitled to hold office, attend meetings, and serve on committees in NDASFAA. All voting representatives must be actively and directly engaged in the administration of financial aid at their institution.
 4. When requested by an official institutional representative, the President may consider a vote by institution.

- C. Associate Memberships
 - 1. Associate memberships shall be open to persons representing public and private agencies and organizations concerned with or engaged in the support and/or administration of student financial aid.
 - 2. Associate members in good standing shall be entitled to attend all meetings of the Association, but shall not be entitled to vote as a member of the Association, except for the election of the Associate Member at Large, or to hold office in the Association, except for the office of Associate Member at Large. Each Associate Member shall appoint one representative for the purpose of voting for the Associate Member at Large.
- D. Application for Membership. Application for membership in the Association may be directed to the Treasurer for processing. Membership may be granted or denied by a majority of the Executive Board.
- E. Dues
 - 1. Dues shall be determined by the Executive Board.
 - 2. Notice of dues payable will be sent electronically to the institution each July, payable immediately, at which time the chief financial aid administrator will designate the institutional voting representative.
 - 3. Institutions in arrears in their dues shall be considered not in good standing. An institution shall be considered to be in arrears if its member dues are not received by October 1st.
- F. Meetings
 - 1. The Association shall meet at least once each year. The annual meeting will be held in conjunction with the annual conference in March or April. Additional meetings may be called at the discretion of the Executive Board. For regular meetings, an agenda shall be prepared by the President and mailed to each member. Members may submit items to the agenda either prior to or at the time of the meeting.
 - 2. Notice of all meetings of members shall be mailed to all members at least twenty days prior to any regular meeting and at least ten days prior to any special meeting.
 - 3. One-third of the member institutions shall constitute a quorum of any meeting of the Association.
- G. Termination of Membership. A member institution may be dropped from the Association by action of the Executive Board for failure to pay officially assessed fees, or for conduct or activities deemed injurious to the reputation and/or objectives of the Association. Any member institution has the right to a hearing before being dropped.

ARTICLE V. BOARD OF DIRECTORS

- A. Membership. The Board of Directors, also known as the Executive Board, shall consist of the officers of the Association as defined in Article VI, Letter A of these bylaws.
- B. Responsibilities and Duties
 - 1. The Executive Board shall be responsible for managing the affairs of the corporation and for exercising the responsibilities and duties specifically granted by these bylaws.
 - 2. The Executive Board may, upon a two-thirds vote, relieve from any duty any officer, director, or committee member whenever it may deem such action to be in the best interest of the Association.
- C. Meetings
 - 1. The Executive Board shall meet prior to the beginning of each fiscal year to approve the budget for the ensuing year and carry on such business as necessary. Special meetings may be called by the President or a majority of members of the Executive Board.
 - 2. The Association President shall serve as chairman of the Executive Board.
 - 3. A simple majority of the members of the Executive Board shall constitute a quorum for a meeting.
 - 4. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting (N.D. Century Code, 10-24-22*).

ARTICLE VI. OFFICERS, GOVERNING BODIES, AND ELECTIONS

- A. Titles and Responsibilities. The Association shall be served by the following officers, who shall have all of the duties generally associated with his/her office in addition to the specific responsibilities enumerated.
1. The President shall preside at all meetings of the Association. He/she shall be responsible for the determination of all committees and shall be a member of each. He/she shall have the right to delegate authority.
 2. The President-Elect shall be responsible for the duties of the President in the event the President is incapable of discharging the President's duties at any time during the period of his/her term of office.
 3. The Secretary shall be responsible for keeping the records of the Association and the Executive Council, for mailing meeting notices and other communications as provided for in the Constitution and Bylaws. The Secretary will be responsible for verification of institutional representatives and for mailing the names to the Treasurer, and for the performance of other duties appropriate to the office or as prescribed by the Executive Council.
 4. The Treasurer shall be responsible and accountable for the receipt and expenditure of Association funds in accordance with policies and directives established by the Executive Board; shall maintain appropriate and adequate financial records to account for funds received and expended; shall submit an annual financial report to the Association, such report to be reviewed and approved by the Executive Board; shall be ready, when required, to give the Executive Board all moneys and financial records; and shall turn over all funds and financial records of the Association to a successor who is elected or appointed to the office. The Treasurer shall be under bond as determined by the Executive Board.
 5. The Past President shall chair the Nominations Committee and update the NDASFAA Policies and Procedures, as established by the Executive Board, before leaving office.
 6. The Associate Member at Large shall represent the Associate Members at all meetings of the Association and shall have the right to vote equal to an Institutional Member. He/she shall not be allowed to appoint an alternate in their place for the purpose of voting.
- B. Executive Council. The Executive Council shall be comprised of the Executive Board and the chairs of each standing committee.
- C. Election and Term
1. Election: All officers of the Association, with the exception of the Associate Member at Large, shall be elected at large from among professional or administrative persons who are actively and directly engaged in student financial aid duties for an Institutional Member.
 - a. The Associate Member at Large shall be elected by a majority vote of all Institutional and Associate Member representatives.
 - b. The President-elect and Associate Member at Large shall be elected annually at the annual meeting of the Association.
 2. Term: The term of service for officers shall run from the close of one annual meeting (held concurrently with the Spring Conference of the Association) to the next annual meeting. This term of service will be approximately one year, but may be for a period of not less than 11 months or more than 13 months.
 - a. The President-Elect shall serve on the Executive Board for a period of three years, one year each as President-Elect, President, and Past-President, or until his/her successor is elected or appointed. The service of the President-Elect

- shall begin at the close of the Spring Conference during which he or she was nominated and elected.
- b. The Associate Member at Large shall serve for one year or until his/her successor is elected or appointed.
 - c. The Treasurer and Secretary shall be elected at the alternating annual meeting of the Association and shall serve for two years or until his/her successor is elected or appointed.
 - i. The Treasurer shall be elected and begin serving in odd years for two terms.
 - ii. The Secretary shall be elected and begin serving in even years for two terms.
 - d. The President-Elect shall automatically become President at installation ceremonies to be held during the next annual meeting after commencement of his or her term as President-Elect.
 - e. Concurrently, the outgoing President shall automatically become Past-President after conclusion of the term in which he or she served as President.
3. With the exception of the President, the Past-President, and the President-Elect, an elected officer may be a candidate for a successive term in the same office.
- D. Vacancies. If, for any reason, the President does not complete the term of office for which elected, the office shall be filled by the President-Elect. In addition to completing the unexpired term of the former President, the President-Elect shall also fulfill their normal term as President. If for any reason, the President-Elect does not complete the term of office for which elected, the office shall be filled by a majority vote of Institutional Members from nominations by the Executive Board. A vacancy of any office other than that of the President or President-Elect shall be filled by an eligible person holding membership in the Association, to be appointed by a majority vote of the Executive Board from nominations by the President. Such appointment shall be for the duration of the unexpired term. If for any reason, a person elected to an office should become ineligible to hold the office for which they were elected prior to the assumption of that office, the office in question shall be re-elected by a majority vote as prescribed in Article VI, Letter A, Number 1 of these Bylaws from nominations by the Executive Board.

ARTICLE VII. COMMITTEES

- A. Standing Committees.
- 1. Nominations Committee: Shall consist of the three most recent past presidents. The chairperson shall be the most recent past president. They shall prepare, from the membership, a list of eligible candidates for offices in the Association (at least 2 for each office when possible).
 - 2. Special committees may be created to promote the purposes of the Association or to carry out necessary functions of the Association. Creation of such committees, their jurisdiction, and the number, selection, and tenure of their members shall be the responsibility of the President, subject to the approval of the Executive Board.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

- A. Office. The address of the registered office of the corporation is North Dakota University System, 600 East Blvd Ave – Dept 215, Bismarck ND 58505-0230.
- B. Agent. The name of the initial registered agent at such address is Brenda Zastoupil.
- C. Changes. The corporation may change its registered office or change its registered agent, or both, or the registered agent may resign, by following the procedure required by section 10-24-09 of the North Dakota Century Code.

ARTICLE IX. FISCAL AFFAIRS

- A. Fiscal year. The fiscal year of the Corporation shall be July 1 through June 30.
- B. Budget. The annual budget for the Corporation shall be prepared by the President and the Treasurer and approved by the Executive Board.
- C. Expenses. All valid bills against the Association shall be presented to, approved, and paid by the Treasurer. The officers of the Association shall not be paid for their services to the Association. Expenses incurred by the officers or a delegated member of the Association may be reimbursed at the discretion of the Executive Board.
- D. Audit. The Executive Board shall provide for such audit and control of its funds as are necessary to assure their safekeeping and complete accounting.
- E. Loans. No loans shall be made by the corporation to its directors or officers. (N.D. Century Code, 10-24-27).
- F. Surplus Funds. Surplus funds generated from conference registration fees may be transferred to the Leadership Development Scholarship fund. The NDASFAA Board, at their discretion, may transfer any amount of funds, after conference fees are paid, to the scholarship fund.

ARTICLE X. GENERAL PROVISIONS

- A. Removal of Officers. Any officer of the corporation (including a director), whether elected or appointed, may be removed by the persons authorized to elect or appoint such officer whenever, in their judgment, the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of any officer or agent shall not of itself create contract rights. (N.D. Century Code, 10-24-24).
- B. Waiver of Notice. Whenever any notice is required to be given to any director of the corporation under the provisions of Chapters 10-24 through 10-28 of the North Dakota Century Code or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. (N.D. Century Code 10-28-12).
- C. Action Without Meeting. Any action required by chapters 10-24 through 10-28 of the North Dakota Century Code to be taken at a meeting of the directors or the corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or all directors, as the case may be. (N.D. Century Code 10-28-13).
- D. Inspection of Records. All books and records of the corporation may be inspected by any director or his agent or attorney, for any proper purpose, at any reasonable time. (N.D. Century Code 10-24-25).
- E. Rules of Order. The rules contained in Robert's Rules of Order, Newly Revised shall govern the corporation, in all instances in which they are not inconsistent with these bylaws.
- F. Suspension of Bylaws. The Bylaws of the Association may be temporarily suspended by a two-thirds vote of the institutional representatives present.

ARTICLES XI. AMENDMENTS

These Bylaws may be amended by two-thirds of the member institutional representatives. Proposals to amend the Bylaws of this constitution may be initiated by the Executive Board, a committee of the Association, or any institutional representative. A proposal to amend, which is submitted by a member, must be signed by at least two other institutional representatives. Copies of amendments shall be distributed to the membership at least 30 days prior to a vote on the amendment.

NOTE: Sections of these Bylaws which include a citation to the Century Code are based on North Dakota law, so care should be taken to review the law before amending such a section.