

Bylaws

Rocky Mountain Association of Student Financial Aid Administrators

Article I - Name

The name of the corporation shall be Rocky Mountain Association of Student Financial Aid Administrators. It may hereafter be referred to in these Bylaws as either the Corporation or the Association.

Article II - Purposes

The Corporation shall be organized as an educational charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. Within this general limitation, the specific purposes of the Corporation shall include the following:

- A. To serve the needs and interests of students, faculties, and administrators of institutions of post-secondary education, as well as individuals and public and private organizations whose activities are related to the support and administration of student financial aid by providing advice, training and other assistance in the promotion, development and administration of effective student financial aid programs.
- B. To promote and facilitate communications between institutions of post-secondary education and the sponsors of student aid funds.
- C. To stimulate, promote and conduct systematic studies and research, cooperative experiments, education, conferences and other such related activities as are desirable or necessary in fulfilling the purpose of the Association.
- D. To promote professional standards for the preparation, appointment, effectiveness, recognition, and association of student financial aid administrators and counselors in institutions of post-secondary education and other public or private organizations whose activities are related to the support and/or administration of student financial aid.
- E. To serve as a forum and action body to advise and influence programs and policies of related agencies, both regional and national, dealing with student financial aid.

Article III - Powers

The Association shall have all the powers of nonprofit corporations described in Chapter 10-33 of the North Dakota Century Code, unless otherwise restricted by the Association's Articles of Incorporation or these Bylaws.

Section 1 - Whenever any notice is required to be given to any member or director of a corporation under the provisions of Chapter 10-33 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 person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2 - Any action required by Chapter 10-33 of the North Dakota Century Code to be taken at a meeting of the members or board members of a corporation, or any action which may be taken at a meeting of the members or board members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the board directors as the case may be.

Article IV - Membership

Section 1 - Types of Membership

Membership in the Association shall be of three types: Institutional membership and Associate membership.

Section 2 - Institutional Membership

- A. Institutional membership shall be open to institutions of post-secondary education accredited by an authorized accrediting agency or association and to any institution licensed or certified by a state to engage in the education or training of students at the post-secondary level. Membership shall be open only to such institutions which are located in one of the member states comprising the Association.
- B. Each institutional member in good standing shall be entitled to one voting representative, who may be selected as the voting representative according to the institution's own procedures. The voting representative must be a person actively and directly engaged in the administration of student financial aid at the institution. The name of the institutional voting representative shall be submitted to the Association. The institutional voting representative shall be entitled to vote (or to designate in writing a proxy vote), hold office, serve on committees and attend meetings of the Association. Other professional and administrative persons actively engaged in student financial aid at a member institution shall be entitled to attend meetings of the Association, hold office and serve on committees; but shall not be entitled to vote except as a designated proxy.

Section 3 - Associate Membership

- A. Associate membership shall be open to public and private agencies and organizations concerned with or engaged in the support and/or administration of student financial aid. Associate membership shall also be open to any accredited, licensed, or certified institution as defined in 2 (A) which is located in a state outside the Association.
- B. Each associate membership in good standing shall be entitled to one voting representative, who may be appointed or elected as the voting representative according to the organization's own procedures. Professional and administrative persons from the Associate memberships agencies and organizations in good standing shall be entitled to attend all meetings of the Association and serve in any committee position. Associate members may only vote for and elect one (1) Associate delegate to the Board of Directors. Associate members shall not be entitled to vote on general Association business nor hold any other office in the Association.

Section 4 – Individual Membership

- A. Individual membership shall be open to persons who are school counselors, retired financial aid administrators, officials with the U.S. Department of Education, or others not eligible for membership through sections 2-3 above and who are concerned with or engaged in the support and/or administration of student financial aid. Individual members shall be entitled to attend meetings and serve on committees; however, they are not entitled to vote on matters brought before the association or hold office. Individuals eligible for Institutional or Associate membership may not join as individual members.

Section 5 - Membership Application and Approval

- A. Application for membership shall be made to the Association for certification. Approval for membership in the Association may be granted by an affirmative vote of a majority of the Board of Directors.
- B. Annual payment of dues is required to remain a member of the Association.

Section 6 - Membership Dues

- A. Dues shall be assessed and collected in such amounts and in such manner as may be prescribed by the Board of Directors. Any proposal to increase the dues of the Association shall be communicated in writing or by electronic means to all members of the Association affected by such proposal at least thirty (30) days before the vote is cast by the Board of Directors.
- B. The membership year shall be on a calendar year basis (i.e., January 1 to December 31)
- C. Members of the Association who are in good standing, as determined by the Board and detailed in the Policy and Procedures Manual, shall be eligible to vote on any matter coming before the membership for resolution.

Section 7 - Membership Meetings

- A. The annual meeting of the membership shall be held at a time and place determined by the Board of Directors. Special meetings may be called by the President, Board of Directors, or by 10% of the Association membership, representing no less than one half of the member states.
- B. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date of the meeting, either personally, by mail, or by electronic means, by the officers or persons calling the meeting, to each member entitled to vote at such meeting; provided, however, that such notice shall be given at least thirty days before the date of the meeting whenever possible. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with postage prepaid.
- C. The presence of 25% of the members of the Association at a meeting of the members shall constitute a quorum for the transaction of business.

RMASFAA Bylaws

- D. Proxies may be used to vote on any matter coming before the membership at any duly constituted meeting of the Association, except that proxies may not be used to establish a quorum.
- E. In any election or matter requiring a vote by the membership or the board, a majority shall be defined as greater than 50% of those present or voting

Section 8 - Rules of Order

- A. A parliamentarian appointed by the President, must be present at all annual meetings of the Association.
- B. The latest version of Robert's Rules of Order (by Henry Martin Robert) shall govern the proceedings of all meetings of the Association, its Board of Directors and its Executive Council insofar as they do not conflict with any provision of these Bylaws.
- C. The Bylaws of the Association may be suspended by a two-thirds vote of those members present and voting at a meeting of the Association.

Section 9 - Records

All books and records of the corporation may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time.

Article V - Board of Directors

Section 1 - Membership

The Board of Directors shall be composed of the incumbent officers of the Association, one (1) delegate from each state represented in the Association, and one (1) Associate Member Delegate. The delegates from each state eligible to serve on the Board of Directors shall be persons from institutions holding institutional membership in the Association. The state delegates shall be the state Presidents at the time of the Association's annual meeting and shall serve on the Association's Board of Directors until the end of the next annual meeting. Should the state President not be a member of the Association, the state must select another institutional member of its executive board to be the appointed delegate for the state.

- A. Any officer of the Corporation (including a board member) 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 an officer or agent shall not of itself create contract rights.

Section 2 - Responsibilities

- A. The Board of Directors shall be responsible for the management and general administration of the Association. Such authority shall not include that of rescinding or modifying any official action taken by the Association.

- B. The Board of Directors may assist in the establishment of other associations whose purpose and ideals are compatible with those of the Association, through which expansion of the activities, programs and communications of interest to the Association may be accomplished.

Section 3 - Meetings

- A. The Board of Directors shall meet in conjunction with the annual meeting of the Association, plus generally have at least one additional meeting. Special meetings of the Board of Directors may be called by the President or upon petition of two other members of the Board of Directors, the time and place of such meetings to be designated by the President. Meetings may be conducted in person, by e-mail or through other means of telecommunication.
- B. Notice in writing, by mail or by electronic means, shall be given to each director as to the time and place of the meeting. Any director may, in writing either before or after the meeting, waive notice thereof. Any director, by attendance and participation in the action taken at a meeting shall be deemed to have waived notice. Notice of meetings shall be directed to the last known address. Notice of such meetings need not specify the purpose of the meetings. If any meeting of the members of the Board of Directors is adjourned to another time or place, notice as to such adjourned meeting need not be given other than by announcement at the meeting at which such adjournment is taken.
- C. One half of the members of the Board of Directors shall constitute a quorum, except that no less than one half of the recognized state associations must be represented to conduct business at any meeting of the Board of Directors.
- D. 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 transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meetings.
- E. Board meetings are open to the general membership at their own expense. Minutes of special meetings of the Board of Directors shall be distributed to all members of the Association when appropriate and/or necessary.

Section 4 - Executive Council

- A. The Executive Council of the Association shall be composed of the incumbent officers.
- B. The Executive Council shall have the authority to act on the behalf of the Board of Directors between meetings of the Board of Directors, and it shall have such further specific authority and responsibilities as may be delegated to it from time to time by the Board of Directors.
- C. None of the officers of the Association shall receive any compensation for their services as such to the Association. Any necessary travel expenses of an officer to represent the Association may be paid from Association funds by approval of the Board of Directors.

RMASFAA Bylaws
Article VI - Officers

Section 1 - Officers

The officers of the Association shall be the President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer and Associate Member Delegate.

Section 2 - Election and Term

- A. The President-Elect, Vice President-Elect, Secretary and Treasurer-Elect of the Association shall be elected at large from among the institutional membership in good standing. The Associate Member Delegate shall be elected from the associate membership in good standing. Elections may be conducted by mail or electronic means if authorized by the Board of Directors.
- B. The President, President-Elect, Vice President, Vice President-Elect, Secretary, Treasurer, Treasurer-Elect and Associate Member Delegate of the Association shall be installed at the annual meeting of the Association and shall serve for one (1) year. Elected officers begin their term at the conclusion of the annual meeting of the Association.
- C. The President-Elect shall automatically become President at the installation ceremonies to be held during the next annual meeting after commencement of the term as President- Elect, and become Immediate Past President the year after serving as President.
- D. The Vice President-Elect shall concurrently serve as Vice Chair of the Finance and Audit Committee (FAC), and automatically becomes Vice President and chair of FAC at the installation ceremonies to be held during the next annual meeting after the commencement of the term as Vice President-Elect. Unlike the President-Elect, the Vice President-Elect shall not be a member of the Board of Directors nor the Executive Council.
- E. The Treasurer-Elect shall be mentored by the Treasurer and share responsibilities, with appropriate oversight. Unlike the President-Elect, the Treasurer-Elect shall not be a member of the Board of Directors nor Executive Council. The Treasurer-Elect shall automatically become Treasurer at the installation ceremonies to be held during the next annual meeting after the commencement of the term as Treasurer-Elect.

Section 3 - Vacancies

- A. If for any reason the President permanently vacates the office to which s/he was elected, the office shall be filled by the most recent Past President. In the event the President temporarily vacates the office to which s/he was elected, the office shall be filled by the President-Elect.
- B. If for any reason the most recent Past President does not complete the term of office of the former President (see 3 A.), the office shall be filled by the President-Elect.
- C. A vacancy in any office other than that of President or Immediate Past President shall be filled by an eligible person from an institution holding an eligible membership in the Association, to be appointed by a majority vote of the Board of Directors from nominations

RMASFAA Bylaws

by the President. Such appointment shall be on an interim basis until the next general election of officers, and shall not prejudice the election of the incumbent to a regular term of office.

Section 4 - Duties

- A. The President shall be the chief elected officer of the Association; shall preside at all meetings of the Association; shall be the chairperson of and preside at all meetings of the Board of Directors and the Executive Council; shall be an ex-officio member of all committees and shall serve as a non-voting representative on the Board of Directors for the National Association of Student Financial Aid Administrators. The President shall submit an annual report to the Association covering important matters of interest or concern to the membership which have occurred during the President's term of office.
- B. The Immediate Past President shall serve as a voting representative of the Association on the Board of Directors of the National Association of Student Financial Aid Administrators for a period of one year, shall serve as chair of the Association Governance Committee, and shall perform the duties of the President in the event the President dies, resigns, or otherwise vacates the presidency prior to the end of the regular term of that office.
- C. The President-Elect shall perform the duties of the President in the event of the temporary absence of the President, shall serve as chairperson of the Nominations and Elections Committee, and shall be an ex-officio member of all committees.
- D. The Vice President shall perform the duties of the President in the event of the temporary absence of both the President and President-Elect, shall serve as a member of the Association Governance Committee, and shall perform such duties as are assigned by the President or prescribed by the Board of Directors.
- E. The Secretary shall be responsible for keeping the official records of the Association, the Board of Directors and the Executive Council; for mailing meeting notices and other communications as provided in the Bylaws; and for the performance of other duties appropriate to the office or as prescribed by the Board of Directors.
- F. The Treasurer shall be responsible and accountable for the receipt and expenditure of Association funds in accordance with policies and directives established by the Board of Directors; 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 Board of Directors; shall turn over all funds and financial records of the Association to a successor who is elected or appointed to the office; and shall submit to the Board of Directors all funds and financial records upon request. The Treasurer shall be under bond as determined by the Board of Directors.
- G. The Associate Member Delegate shall serve as a voting Board member representing the interests of the associate membership.

Article VII - Committees

Section 1 - Special or Ad Hoc Committees

Special or Ad Hoc 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 Board of Directors.

Section 2 - Standing Committees

The following standing committees are created to serve the Association.

- A. The Association Governance Committee shall be responsible for recommending necessary corrections and revisions to the Articles of Incorporation, Bylaws, Strategic Long Range Plan, and Policy and Procedures Manual.
- B. The Association News Committee shall be responsible for coordinating the preparation and presentation of Association news.
- C. The Membership Committee shall be responsible for the cultivation and development of Association membership.
- D. The Conference Planning and Evaluation Committee shall be responsible for all arrangements of the annual conference.
- E. The Corporate Development Committee shall be responsible for soliciting all funds for the Association other than membership dues.
- F. The Diversity and Multicultural Initiatives Committee shall be responsible for examining and addressing the issues of our diverse community.
- G. The Electronic Initiatives Committee shall be responsible for the electronic communication activities of the organization.
- H. The Finance and Audit Committee shall be responsible for advising the Association relative to fiscal matters.
- I. The Leadership Pipeline Committee is responsible for the development of leadership skills and abilities to support individual growth and to bring forward future leaders for RMASFAA and state associations.
- J. The Nominations and Elections Committee shall be responsible for nominating candidates for all the elected positions of the Association.
- K. The Summer Institute Committee shall be responsible for planning and arranging the Summer Institute.
- L. The Training Committee shall be responsible for planning and arranging all association training activities, except for training activities associated with the Annual Conference and the Summer Institute.

RMASFAA Bylaws

Section 3 - Travel Expenses

Necessary travel expenses incurred by members in the performance of their official duties for the Association may be paid from Association funds by approval of the Board of Directors.

Article VIII - Registered Office and Agent

Section 1- The Registered Office address of the Association is: SLND - Bank of North Dakota, P O. Box 5524, Bismarck, ND 58506-5524. The name of the registered agent at such address will be identified in the RMASFAA Policies and Procedures manual.

Section 2 - The Association may change its registered office, or change its registered agent, or both, or the registered agent may resign, by following the procedure required by Chapter 10-33 of the North Dakota Century Code.

Article IX - Finances

Section 1 - All funds received by the Association shall be placed with the Treasurer and shall be under control of the Board of Directors.

Section 2 - The fiscal year of the Association shall run from January 1 to December 31.

Section 3 - The financial records of the Association shall be reviewed biennially in a manner approved by the Board of Directors.

Section 4 – The Board of Directors may enter contracts on behalf of the Association in a manner approved by the Board of Directors. No loans shall be made by the Association to its members, directors, or officers.

Section 5 – The Board of Directors shall carry appropriate liability insurance including bonding for officers.

Article X - Amendment of Bylaws

Section 1 - Proposals to amend the Bylaws may be initiated by the Board of Directors, a duly constituted committee of the Association, or by any member of the Association. Such proposals must be in writing, and if initiated by an institutional member, must be signed by at least three (3) voting members in good standing. Copies of proposed amendments shall be submitted to the Secretary for distribution to all members of the Association, and no vote shall be taken until at least thirty (30) days after copies of the proposed amendments have been distributed to all members.

Section 2 - Approval of proposed Bylaw amendments may be either by mail ballot or by motion at a regular meeting of the Association. Approval shall require a two-thirds vote of those institutional voting representatives participating in the vote and who are in good standing.

Bylaws approved by the Board of Directors at an organizational meeting on July 11, 1983.

Revisions approved by the membership on October 24, 1990.

Additional revisions approved by the membership, vote tabulated September 8, 1992.

RMASFAA Bylaws

Additional revisions approved by the membership on October 15, 1995.

Additional revisions approved by the membership October 28, 1998.

Additional revisions approved by the membership October 4, 2002.

Additional revisions approved by the membership October 18, 2011

Additional revisions approved by the membership October 16, 2012.

Additional revisions approved by the membership October 22, 2013.

Additional revisions approved by the membership May 2, 2016.

Additional revisions approved by the membership October 25, 2016.