

# **WASFAA BYLAWS**

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## **ARTICLE I**

### **Section 1. NAME**

The name of the association shall be the Western Association of Student Financial Aid Administrators.

### **Section 2. DEFINITION OF THE REGION**

The geographical region included in the Association shall consist of the following states: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Washington, and Guam, the Commonwealth of the Northern Marianas, Palau, American Samoa, the Federated States of Micronesia, Republic of the Marshall Islands and any other United States territory or possession in the Pacific. Whenever the term "region" is used by these Bylaws, it refers to the area described in this Section of this article.

### **Section 3. STATE ASSOCIATIONS**

The term "State Association" in these Bylaws refers to professional financial aid administrator associations in the region as defined in Article I, Section 2.

## **ARTICLE II: OFFICES**

### **Section 1.**

The principal office of the Association for the transaction of its business is located in San Diego County, California. The Executive Council may also change the principal office from one location to another. Membership shall be notified of any change of this location and such a change shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

### **Section 2.**

The Executive Council 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 promote the professional preparation, effectiveness, recognition, and association of persons engaged in any aspect of the operation of student financial aid in post-secondary and secondary institutions, in government agencies, foundations, and private business, and others in these and in community organizations concerned with the support of student financial aid.

### **Section 2.**

To serve effectively the interests and needs of students, faculties, government agencies, and sponsors through coordination of plans and programs pertinent to student financial aid.

### **Section 3.**

To assist educational institutions, foundations, government agencies, and private and community organizations to promote and develop effective programs of student financial aid.

### **Section 4.**

To facilitate communication among student financial aid administrators and between institutions of postsecondary education and the sponsors of student aid funds.

**Section 5.**

To promote and work with others in the promotion of such systematic studies, cooperative experiments, conferences, workshops and other related activities as may be desirable or required to fulfill the purposes of this Association.

**ARTICLE IV: MEMBERSHIP****Section 1.**

There shall be two classifications of membership in this Association: active membership and associate membership.

**Section 2.**

Active membership shall be limited to:

- a. persons engaged in the administration of student financial aid in institutions of post-secondary education and district-wide post-secondary offices located in Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Washington, Guam, Commonwealth of the Northern Marianas, Palau, American Samoa, Republic of the Marshall Islands, Federated States of Micronesia and any other United States Pacific possessions which existed as of May 6, 1974; and
- b. persons who are interested in student financial aid matters who serve as representatives of educational institutions, government agencies, foundations, and private and community organizations located in the states and territories included in Section 2(a) above.

Active members shall be entitled to vote on matters brought before the Association.

**Section 3.**

Associate membership shall include:

- a. persons engaged in the administration of student financial aid in institutions of post-secondary education and district-wide post-secondary offices located in states other than those states included in Section 2(a) of this Article; and
- b. persons who are interested in student financial aid matters who serve as representatives of educational institutions, government agencies, foundations, and private and community organizations located in states other than those states included in Section 2(a) of this Article.

Associate members are nonvoting members and are therefore not entitled to vote on any matters brought before the Association including, but not limited to, amendment of the Bylaws.

**Section 4.**

Application for membership in the Association shall be made to the Treasurer for processing.

**Section 5.**

The amount of the annual membership dues payable to the Treasurer of the Association by active and associate members shall be established by the Executive Council with the approval of the membership.

**Section 6.**

The membership year shall be from May 1 through April 30. Dues will be due and payable as of May 1.

**Section 7.**

Any member of the Association will be terminated from membership for nonpayment of dues, or by action of the Executive Council 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 council, orally or in writing, not less than five days before the effective date of termination.

**Section 8.**

No member shall hold more than one membership in the Association.

**Section 9.**

There is no limit on the number of members the Association may admit.

**Section 10.**

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 at one or more of the Association's established offices and shall be available for inspection by any Executive Council member or member of the Association during regular business hours.

**Section 11.**

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

**Section 12.**

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

**Section 13.**

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

**Section 14.**

No member may transfer for value a membership or any right arising from it.

**Section 15.**

The Executive Council may award lifetime membership. Annual membership dues are waived for the recipient of this honor. Lifetime members are entitled to all the rights and privileges of active membership.

**ARTICLE V: EXECUTIVE COUNCIL**

**Section 1. AUTHORITY**

The Board of Directors, referred to herein as the Executive Council, 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 Council shall meet at least once a year. Other meetings of the Executive Council may be called by the President. Special meetings of the Executive Council may be called by the President or upon petition of five (5) members of the Executive Council. Meetings of the Executive Council are open to all members of the Association. The President shall, to the extent possible, attempt to provide notification to the members of the date and place of Executive Council meetings. A majority of the number of Executive Council members authorized in these Bylaws constitutes a quorum of the Council for the transaction of business.

## **Section 3. MEMBERS OF COUNCIL**

The Executive Council shall consist of the Association Officers included in Section 1 of Article VI of these Bylaws, an individual from each financial aid administrator association of Alaska, Arizona, California, Idaho, Nevada, Oregon, Washington, and the Pacific Island Association, each selected by the respective president of that particular association, and one (1) elected ethnic representative-at-large and one appointed segmental representative-at-large, and one appointed representative-at-large from active members defined in Article IV, Section 2(b) of the association Bylaws. The ethnic representative-at-large shall serve as Chair of the Association's Ethnic Diversity Action Committee. The other representative-at-large position shall be selected by a majority vote of the Executive Council in order to ensure the greatest possible balance of segmental representation on the Executive Council. All members of the Executive Council must be active members of the Association.

## **Section 4.**

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

## **ARTICLE VI: OFFICERS AND REPRESENTATIVES-AT-LARGE**

### **Section 1. OFFICERS AND REPRESENTATIVES-AT-LARGE: TITLES AND ELIGIBILITY**

The Officers of the Association shall be the President, President-Elect, Immediate Past-President, Vice President, Secretary, and Chief Financial Officer who shall be designated the Treasurer. Officers of the Association and representatives- at-large must be employed as financial aid administrators at an institution of post-secondary education or as district-wide/system-wide post-secondary financial aid administrators located in one of the states, territories, or U.S. possessions included in Section 2(a) of Article IV. The representative-at-large must be from a group defined in Article IV, Section 2(b) of the association Bylaws.

### **Section 2. ELECTION**

Officers of the Association and the ethnic representative-at-large shall be elected at large from among the active members of the Association, such election being held by mail ballot preceding the annual meeting of the Association, and shall serve for one year terms which will begin May 1 and end April 30, with the exception of the Treasurer who shall serve as a trainee for one year as Treasurer-Elect, then serve two subsequent years as Treasurer. The segmental representative-at-large and the representative-at-large for active members defined in Article IV, Section 2(b) of the Association Bylaws, selected by the Executive Council, shall also serve for one year beginning May 1 and ending April 30.

### **Section 3. RE-ELECTION**

With the exception of the President, and the President-Elect, an elected officer and a representative-at-large may be a candidate for re-election.

#### **Section 4. DUTIES**

Duties of officers and representatives-at-large shall be as specified in the Bylaws and in the parliamentary authority adopted by the Association insofar as the latter does not conflict with the former.

#### **Section 5. CHANGE IN ELIGIBILITY**

Elected officers and representatives-at-large whose status changes from that specified in Section 1 of this Article must vacate their offices within 30 days, with the exception of the Treasurer.

#### **Section 6.**

If the treasurer's status changes from that specified in Section 1 of this Article during the first year of his/her two-year term, the Treasurer shall be permitted to complete only the remainder of the first year. The remaining year of the office of Treasurer shall be filled through the regular election process, or if the Treasurer's status changes beyond the time of the regular election process, by a one year appointment of the Executive Council pursuant to Article X, Section 1 of these Bylaws.

### **ARTICLE VII: NOMINATION AND ELECTION OF OFFICERS AND REPRESENTATIVES-AT-LARGE**

#### **Section 1. NOMINATIONS COMMITTEE**

The President shall appoint a Nominating Committee, subject to the approval of the Executive Council, consisting of (a) the Immediate Past President who shall serve as Chair of the Nominating Committee; (b) the President-Elect; (c) the ethnic representative-at-large; (d) three additional active members who are employed at post- secondary institutions within the region, in states other than those of the three designated members of the committee. No less than four (4) states shall be represented on the committee.

#### **Section 2. NOMINATION PROCEDURES**

The Nominating Committee shall develop reasonable nomination and election procedures, which shall be mailed to the membership at the same time nominations for each office are solicited. This mailing should take place within 60-180 days before the annual meeting.

#### **Section 3. NOMINATION SELECTIONS**

The Nominating Committee shall select two nominees for each office and two nominees for the position of ethnic representative-at-large, taking into consideration nominations from the membership, including the widest representation possible, ensuring a balance among race, sex, type of institution, and geographic area, and taking into consideration the factors of representation provided by the State and Pacific Island Association Presidents sitting on the Executive Council. The two nominees selected for the ethnic representatives-at-large position shall be from the Association's ethnic group membership. The segmental representative-at-large position shall be filled by a majority vote of the Executive Council, after the election results are known, in order to ensure the greatest possible balance of segmental representation on the Executive Council.

#### **Section 4. ELECTION BALLOT**

The Nominating Committee shall submit a ballot to the active membership within 60-180 days before the annual meeting.

## **Section 5. ELECTION OF OFFICERS**

Election of officers and the ethnic representative-at-large shall be held each year under the supervision of a Nominating Committee appointed by the President. Election shall be by mail ballot, and a majority of those active members who return ballots shall prevail.

## **Section 6. SUPPORT OF CANDIDATES**

Neither the association nor the Executive Council may provide support to a candidate for election to the Executive Council.

## **ARTICLE VIII: DUTIES OF OFFICERS AND REPRESENTATIVES-AT-LARGE**

### **Section 1.**

The President shall preside at all meetings of the Association and the Executive Council, and perform such other duties as pertain to the office of the President, and, further, shall be an ex officio member to all committees, and shall submit an annual report to the Association. The President or his/her designee shall represent the Association in all Association matters including the Board of Directors and the Executive Committee of NASFAA.

### **Section 2.**

The President-Elect shall perform all duties as assigned by the President or prescribed by the Executive Council and shall automatically become President of the Association at the conclusion of the President's regular term of office. In preparation for their year as President, this officer shall be the Chair of the Bylaws Committee.

### **Section 3.**

The Immediate Past-President shall hold office for one year subsequent to serving as President of the Association. This officer shall be the Chair of the Nominations and Elections Committee and the Chair of the Strategic Planning Committee of the Association, and shall serve as a representative to the Board of Directors of NASFAA. The Immediate Past-President shall also perform such other duties as from time to time may be assigned by the President or the Executive Council of the Association.

### **Section 4.**

Except in the case of a vacancy in the office of President as provided in Article X, Section 2, the Vice President shall perform the duties of President in the event of absence or incapacity of the President, and shall perform such duties as are assigned by the President or prescribed by the Executive Council.

### **Section 5.**

The Secretary shall be responsible for keeping and maintaining the records of the Association and of the Executive Council, for the mailing of meeting notices and such other communications as provided for in the Articles and Bylaws, and for the performance of such other duties as are prescribed by the Executive Council.

### **Section 6.**

The Treasurer shall be responsible for the membership records as well as the receipt and expenditures of funds in accordance with the directives established by the Executive Council. This officer shall maintain appropriate and adequate financial records and shall be ready whenever required to give the Executive Council all moneys and financial records, and shall give same to the successor upon completion of the term of office. The Treasurer shall submit a duly audited annual

financial report to the Association and shall be under such bond as determined by the Executive Council.

#### **Section 7.**

The Treasurer-Elect shall learn the accounting procedures and become familiar with the financial records of the Association. This officer shall perform all duties as assigned by the President, Treasurer or prescribed by the Executive Council and shall automatically become Treasurer at the conclusion of the Treasurer's regular term of office.

#### **Section 8.**

The Representatives-at-Large shall perform all duties as assigned by the President or prescribed by the Executive Council. The ethnic representative-at-large shall also serve as the Chair of the Association's Ethnic Diversity Action Committee.

### **ARTICLE IX: MEETINGS OF MEMBERS**

#### **Section 1. PLACE OF MEETING AND ANNUAL MEETING**

Meetings of members shall be held at such places within or without the State of California as may be designated from time to time by resolution of the Executive Council. The members shall meet annually on a date and time as determined by the Executive Council for such other business as may come before the meeting.

#### **Section 2. SPECIAL MEETINGS**

- a. Special meetings of the members shall be called by the Executive Council, the President of the Association, or by petition of five (5) members of the Executive Council. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the active members.
- b. 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 telegraph to the President, Vice 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 date of the meeting. The date for such meeting shall be fixed by the Executive Council 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 MEMBERS' 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 telegram 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 which the Executive Council, 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. If 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 Council 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 active 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 active 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 Council, however, shall be by ballot.

#### **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 Vice President of the Association or, in the absence of all of these persons, by a Chairman chosen by a majority of all the voting members, present in person. 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 Council 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 X: VACANCIES**

### **Section 1. GENERAL**

A vacancy occurring in any office, other than that of President, President-Elect, or Past-President, shall be filled to complete the term by appointment of the Executive Council until the next regular election of officers. Such appointment shall not prejudice the election of the incumbent to a regular term of office. An affirmative vote of a majority of the entire Executive Council by ballot, which may be conducted by mail, shall be necessary to fill such vacancy.

### **Section 2. VACANCY: OFFICE OF PRESIDENT**

A vacancy in the office of the President will be filled by the next most recent Past-President of the Association eligible and willing to serve on the Executive Council. Eligibility is determined by the Association's Executive Committee (see Article XI, Section 1). Should no Past-President of the Association be eligible and willing to serve, the President Elect shall automatically become President of the Association.

### **Section 3. VACANCY: OFFICE OF PRESIDENT-ELECT**

A vacancy in the office of President-Elect will be filled by a vote of the membership through either the annual election or a special election to be determined by the Executive Council.

#### **Section 4. VACANCY: OFFICE OF PAST-PRESIDENT**

A vacancy in the office of Past-President will be filled by the most recent Past-President of the Association eligible and willing to serve on the Executive Council.

### **ARTICLE XI: COMMITTEES**

#### **Section 1. STANDING COMMITTEES**

The Association shall have these standing committees: Executive, Bylaws, Ethnic Diversity Action, Nominations and Elections and Strategic Planning.

#### **Section 2. AUTHORIZATION FOR EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Association's President, President-Elect, Past President, Vice President, Secretary, Treasurer and Ethnic Representative-at-Large and shall possess the powers and authority of the Executive Council 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 the members.
- b. The filling of vacancies on the Executive Council or on any committee which has the authority of the Executive Council.
- c. The fixing of compensation of the members of the Executive Council for serving on the Executive Council 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 Council which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the Executive Council of the members thereof.
- g. [Deleted]
- h. The approval of any transaction to which this Association is a party and in which one or more of the members of the Executive Council has a material financial interest, except as expressly provided in Section 5233(d) (3) of the California Nonprofit Public Benefit Corporation Law. By a majority vote of its members then in office, the Executive Council may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Executive Council. 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 Council from time to time as the Executive Council may require.

#### **Section 3. ASSOCIATION COMMITTEES**

The Association shall have such other committees as may from time to time be designated by resolution of the Executive Council. Such other committees may consist of persons who are not already members of the Executive Council. These additional committees shall act in an advisory capacity only to the Executive Council.

#### **Section 4. 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 Council, with the exception of the Bylaws, Nominations and Elections, Ethnic Diversity Action and Strategic Planning Committees. The chairs of those committees are designated in these Bylaws. All committee chairs and committee members must be active members of the Association.

#### **Section 5. 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 Council, with such changes in the context of such bylaw provisions as are necessary to substitute to a committee and its members for the Executive Council and its members, except that the time for regular meetings of committees may be fixed by resolution of the Executive Council. The time for special meetings of committees may also be fixed by the Executive Council. The Executive Council 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.

### **ARTICLE XII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **Section 1. AUTHORIZATION TO ENTER INTO CONTRACT**

The Executive Council 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 generally 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 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 Council, or otherwise required bylaw, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer, Secretary, Vice-President, or the President of the Association.

#### **Section 3. DEPOSIT OF FUNDS**

All funds of the Association shall be deposited from time to time 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 Council of all such transactions.

#### **Section 4. CONTRIBUTIONS**

The Executive Council 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 Council shall annually approve the Fiscal Guidelines of the Association.

### **ARTICLE XIII: ASSOCIATION RECORDS, REPORTS AND SEAL**

#### **Section 1. ASSOCIATION RECORDS**

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

- a. Minutes of all meetings of members of the Executive Council, committees of the Executive Council and, of all meetings of members, indicating the time and place of holding such meetings, whether regular
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- d. A copy of the Association's Articles of Incorporation and the Bylaws as amended to date, which shall be open to inspection by the members of the Association at all reasonable times during office hours. If the Association has no office in California, it shall upon the written request of any member furnish to such member a copy of the Articles or Bylaws as amended to date.

### **Section 2. SEAL**

The Executive Council 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 such instrument.

### **Section 3. INSPECTION BY DIRECTORS**

Every member of the Executive Council 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 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 five (5) business days prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary or Treasurer of the Association, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of members of the Executive Council, as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Executive Council or committees of the Executive Council, upon written demand on the Association by the member, for a purpose reasonably related to such person's interests as a member.

## **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 Council 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 Council of the Association and, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the Association, for both general and restricted purposes during the fiscal year. The annual report shall be accompanied by any report thereon of independent accountants. If there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association. If this Association has more than one hundred (100) members or more than Ten Thousand Dollars (\$10,000) in assets at any time during the fiscal year, this Association shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of an Association officer, as specified by the above provisions of this section relating to the annual report.

## **ARTICLE XIV: FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year.

## **ARTICLE XV: 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 the approval of the Executive Council.

### **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 Council 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 Council of this Association nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Association has filed a "Statement by a Domestic NonProfit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE XVI: PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS**

No member, member of the Executive Council, 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 for reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Council; 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 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 Council, shall be distributed as required by the Articles of Incorporation of the Association and not otherwise.

## **ARTICLE XVII: EMPLOYEES**

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

## **ARTICLE XVIII: RELATIONSHIP TO THE NATIONAL ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS**

### **Section 1.**

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

### **Section 2.**

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

### **Section 3.**

Appointments to NASFAA committees, task forces, etc. shall be recommended by the President, as requested by NASFAA.

## **ARTICLE XIX: INDEMNIFICATION OF EXECUTIVE COUNCIL MEMBERS**

The Association may, in its sole discretion, indemnify each of its Executive Council 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 Council 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 Council Member" of the Association includes any person who is or was an Executive Council Member as defined in Article V, Section 3 and Article VI, Section 1, 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 Council 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 XX: AMENDMENTS**

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