



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

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

A. Principal Office. The principal office of the Tennessee Association of Student Financial Aid Administrators, Inc., a non-profit corporation incorporated under the laws of the State of Tennessee (hereinafter the “Foundation”), shall be in the State of Tennessee.

B. Other Offices. The Foundation may have such other office or offices, at such suitable place or places within or without the State of Tennessee (which may be identical with the principal office) and the Board of Directors of the Foundation shall appoint and continuously maintain in service a registered agent in the State of Tennessee, who shall be an individual resident of the State of Tennessee or a corporation, whether for profit or not for profit.

ARTICLE II: PURPOSES

The purposes of the Foundation, subject to the limitations of Article XI, hereof, are:

- A. To promote and establish the highest standards of excellence, ethics, efficiency, and economy in all matters pertaining to student financial aid administration for the members;
- B. To promote the study, analysis, and dissemination of the most efficient policies and practices related to student financial aid administration and the delivery of financial aid to students;
- C. To encourage professional development and improvement of persons engaged in student financial aid administration;
- D. To disseminate to members the results of research and other information which may be used to improve student financial aid administration;

- E. To cooperate with other organizations in the areas of student financial aid administration; and
- F. The Foundation shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objects and purposes.

ARTICLE III: MEMBERSHIP

A. Class. The Foundation shall have members who shall be individuals who are interested in furthering the purposes of the Foundation. There shall be three classes of members: Voting, Associate, and Honorary.

Voting Members (individuals who shall enjoy full membership privileges and voting rights): These are individuals, excluding consultants, independent contractors, and student employees, (1) whose primary job duties and responsibilities include the administration, processing, or funding directly associated with student financial aid programs at postsecondary institutions in the state of Tennessee, and (2) who are currently employed by an institution or organization that is located in or is directly involved in the administration, processing, or funding associated with student financial aid programs at postsecondary institutions in the state of Tennessee, and (3) who are current in their payment of dues (if any) to TASFAA, and (4) who have been approved for this membership category by a majority of the Executive Committee of TASFAA.

Associate Members (individuals who shall enjoy full membership privileges but do not have voting rights): These are individuals (1) whose primary job duties and responsibilities fall in areas other than the administration, processing, or funding of programs directly associated with student financial aid but for whom financial aid administration is a secondary or related job responsibility, or (2) whose primary job duties and responsibilities include the administration, processing, or funding directly associated with student financial aid programs at postsecondary institutions outside the state of Tennessee, and (3) who are current in their payment of dues (if any) to TASFAA, and (4) who have been approved for this membership category by a majority of the Executive Committee of TASFAA.

Honorary Members (individuals who shall enjoy full membership privileges, who do not pay membership dues, and who do not have voting rights): These are individuals who (1) were past voting members of TASFAA, and (2) are no longer currently employed in any aspect of the administration of student financial aid programs, and (3) have been approved for this membership category by a majority of the Executive Committee of TASFAA.

B. Annual Meeting. The Foundation shall have an annual meeting to be held on such date and at such time and place as the Board of Directors shall fix. At least thirty days in

advance of such meeting, the secretary shall mail to each member of the Foundation notice of the time and place of the annual meeting.

C. Special Meetings. Special meetings of the members may be called by the President or by order of the Board of Directors at any time, either at the principal office of the Foundation or elsewhere, and notice of such meeting shall be mailed by the Secretary to each member at least fifteen days prior to such meeting. It shall be the duty of the Board of Directors to call a special meeting of members upon written request by twenty percent of the members of the Foundation. A number equal to twenty percent of the members of the Foundation must be present at any special meeting called pursuant to this Article in order to transact business.

ARTICLE IV: BOARD OF DIRECTORS

A. General Authority. There shall be a Board of Directors of the Foundation, which shall manage, supervise and control the business, property and affairs of the Foundation. The Board of Directors shall be vested with the powers possessed by the Foundation itself, including the powers to determine the policies of the Foundation and prosecute its purposes, to appoint and remunerate agents and employees, to disburse the funds of the Foundation, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Foundation (in their present form or as they may be amended) or to any applicable law.

B. Membership. The initial Board of Directors of the Foundation shall be composed of the individuals named in the Articles of Incorporation of the Foundation. Vacancies, as they occur on the Board of Directors by resignation, death, incapacity, or the like of one or more of the members thereof, and additional positions on the Board of Directors, shall be filled by act of a majority of the members of the Board of Directors. The Board of Directors will be composed of the members of the Executive Committee, Article VI: A.

C. Term of Office. The terms of office shall correspond to length of time outlined in Article V for each officer and member of the Executive Committee. Each member of the Board of Directors of the Foundation shall be eligible to serve consecutive terms.

D. Resignation. Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Foundation. The successor to a resigning director shall be selected in accordance with paragraph B.

E. Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial

to the best interests of the Foundation. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of said director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Foundation.

F. Regular Meetings. A regular meeting of the Board of Directors of the Foundation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

G. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Foundation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

H. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten days previous thereto by notice sent by mail (including electronic mail), messenger, telegram, telephone, or any other method approved by a majority vote of the Board of Directors to each director at his or her appropriate address as shown by the records of the Foundation. If mailed via the United States Postal Service, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by messenger or telegram, such notice shall be deemed to be delivered when the messenger or telegram is delivered to the messenger service or the telegram company. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting. The 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.

I. Quorum. Fifty-one percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

J. Manner of Acting. The act of a majority of directors at a meeting of the Board of Directors shall be the act of the Board of Directors. Each director shall have one vote.

Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors.

K. Compensation. Directors may receive compensation for their services as members of the Board of Directors and the Board of Directors may authorize payment by the Foundation of the expenses of the directors for attendance at regular or special meetings of the Board.

ARTICLE V: OFFICERS OF FOUNDATION

A. Officers. The officers of the Foundation shall consist of a President, President-Elect, Immediate Past-President, Secretary, and Treasurer, and may include such other officers as may be deemed necessary. Each elected officer must be a practicing financial aid administrator (excluding individuals serving in a consultant, independent contractor, or other than a direct employer-employee relationship) who is currently employed by a post-secondary educational institution in the state of Tennessee. An individual may simultaneously hold more than one office, other than the offices of President and Secretary.

B. Election of Officers. The officers of the Foundation shall be elected by the voting members of the Foundation. Such elections shall take place prior to the spring meeting of the Foundation by means of a mail-in ballot or any other ballot form approved by a majority vote of the Board of Directors. Elections shall be by a majority of those voting, except that members-at-large shall be elected by a plurality.

C. Term of Office. The officers of the Foundation shall be installed at the annual meeting at which they are elected and shall hold office for one year in accordance with our fiscal year – Article VIII – until their respective successors shall be duly elected and shall become qualified, except that the Treasurer shall be elected once every two years and hold office for a two-year term.

D. Resignation. Any officer may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

E. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Foundation.

F. Vacancies. In the case of resignation of an officer of the Foundation or, if for any other reason including ineligibility or removal, an officer is unable to complete his or her

term, the Board of Directors, by a majority vote, shall elect a successor to complete the unexpired term.

G. President. The President of the Foundation shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to being the chief executive officer of the Foundation, preparation of the agenda for the annual meeting and other regular meetings, and having general knowledge of and responsibility for supervision of the business of the Foundation. Notwithstanding the foregoing, the President of the Foundation shall have the following specific powers and duties:

1. He or she shall be a member of and Chairperson of the Board of Directors.
2. He or she shall prepare the agenda for and preside over the meetings of the Board of Directors and the Executive Committee.
3. He or she shall annually appoint such standing or special committees, or subcommittees, as may be required by these Bylaws or as he or she may find necessary, and shall be an ex-officio member with or without vote, as the appointment shall state, of all committees of the Foundation.
4. He or she shall act as the official spokesperson of the Foundation. The President may designate another officer of the Foundation to act as official spokesperson.
5. The President of the Foundation shall also perform such other duties as the Board of Directors may, from time to time, designate.

H. President-Elect. The President-Elect shall exercise all of the functions of the President in his or her absence. The President-Elect shall perform any other duties not herein specified which may be assigned by the President.

I. Immediate Past President. The Immediate Past President shall exercise all of the functions of the President in the absence of the President and the President-Elect. The Immediate Past President shall perform any other duties not herein specified which may be assigned by the President.

J. Treasurer. The Treasurer of the Foundation shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. He or she shall be responsible for developing and reviewing the fiscal policies of the Foundation.
2. He or she shall ensure that an account is maintained of all monies received and expended for the use of the Foundation.
3. He or she shall ensure that all monies of the Foundation are deposited in a bank or banks or trust company or trust companies approved by the Board of Directors, and that authorized disbursements are made therefrom.

4. He or she shall render a report of the finances of the Foundation at the annual meeting of the Foundation or whenever requested by the President showing all receipts and expenditures for the current year.
5. He or she shall also perform such other duties as the President of the Foundation may, from time to time, designate.
6. He or she may appoint an Assistant Treasurer to perform such duties as he or she may, from time to time, delegate.

K. Secretary. The Secretary of the Foundation shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities:

1. He or she shall attend all meetings of the Board of Directors, and of such committees or subcommittees as may be appointed, and be responsible for keeping, preserving in the books of the Foundation, and distributing true minutes of the proceedings of all such meetings.
2. He or she shall ensure that all notices are given in accordance with these Bylaws.
3. He or she shall perform other such duties as the President of the Foundation may, from time to time, designate.
4. He or she may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, delegate.

L. Bonding. All officers for the Foundation may be furnished a fidelity bond in such sum as the Board of Directors may prescribe.

ARTICLE VI: COMMITTEES

A. Executive Committee. The Executive Committee shall consist of the officers stated in Article V and six at-large members representing the sectors listed below and elected by the membership. Conditions of election and the term of office for the at-large members will be the same as those for the officers as stated in Article V.

Each at-large member will be elected to represent one of the following post-secondary educational sectors:

- 1) Community Colleges
- 2) Private Institutions (2 year and 4 year)
- 3) Public 4 year institutions
- 4) Tennessee Technology Centers
- 5) Proprietary Institutions
- 6) All institutions/colleges that are represented in the TASFAA membership

Each nominated/elected sector representative must currently work at a post-secondary education institution of that sector type, and will be elected by members working in an institution type of that sector.

The Executive Committee shall be a permanent committee and shall be vested with the power to act in the name of the Foundation between regular meetings on all matters pertaining to the welfare of the organization, provided said actions are not in conflict with the Bylaws.

B. Other Committees. The President shall annually appoint other committees which are deemed necessary and appropriate for the needs and for the conduct of the Foundation's business, and shall designate the chairs of such committees. These committees shall make reports to the Executive Committee and to the Members of the Foundation at times designated by the President.

ARTICLE VII: DUES

There may be annual dues for each Voting and Associate member of the Foundation payable to the Treasurer of the Foundation. The annual dues (if any) shall be determined by Executive Committee recommendation and approval by a majority vote of the members at any regular meeting of the Foundation. Annual membership dues (if any) will cover the period of July 1 through June 30.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Foundation shall commence on July 1 and terminate June 30.

ARTICLE IX: SEAL

A. The Board of Directors of the Foundation may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal, Tennessee".

B. The Board of Directors of the Foundation may provide a logo to serve as a symbol of the Foundation. The Board of Directors shall retain all rights and privileges related to the use of any logo so provided, as well as to the use of the official name of the Foundation.

ARTICLE X: INDEMNIFICATION

A. The Foundation shall indemnify each member of the Board of Directors as described in Article IV hereof, and each of its officers, as described in Article V hereof, for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

B. The Foundation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Foundation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Foundation shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

C. Every reference herein to a member of the Board of Directors or officer of the Foundation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Foundation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XI: LIMITATION ON ACTIVITIES

The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1954. The Foundation shall not 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 other provision herein, the Foundation shall not carry on any activities not permitted to be carried on –

- (a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(3) or such Code, and/or

- (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954.

The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XII: DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Foundation, distribute all the assets of the Foundation to one or more of the following categories of recipients as the Board of Directors of the Foundation shall determine:

- (a) a nonprofit organization or organizations which may have been created to succeed the Foundation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or
- (b) a nonprofit organization or organizations having similar aims and objectives as the Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

ARTICLE XIII: AMENDMENTS TO BYLAWS

- A. These Bylaws may be amended by a majority vote at any meeting of the Members of the Foundation.
- B. An amendment to be proposed at a meeting shall be mailed (including by electronic mail) or promulgated by any other method approved by a majority vote of the Board of Directors to each director at his or her appropriate address as shown by the records of the Foundation at least fourteen days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

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Revised July 1, 2005

Revised April 11, 2006

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