

ARTICLES OF INCORPORATION
OF
ARIZONA ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS,
Inc., an Arizona Nonprofit Corporation.

ARTICLE I

Name of Corporation. The name of this corporation is

and shall be ARIZONA ASSOCIATION OF STUDENT FINANCIAL AID AD-
MINISTRATORS, INC.

ARTICLE II

Principal Place of Business. The known place of busi-

ness of this corporation shall initially be the same as the
office of its statutory agent, until changed, but it may es-
tablish other principal places of businesss and other offices
at such other places, either within or without the State of
Arizona, as the Board of Directors may from time to time de-
termine.

ARTICLE III

Purposes. This corporation is organized and shall be

operated as a nonprofit corporation solely and exclusively for
charitable, educational and scientific purposes, and specifi-
cally for educational purposes, within the meaning of S 501 of
the Internal Revenue Code of 1986 as amended from time to
time. Without limiting the generality of the foregoing or the

character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business:

- (1) To promote the professional preparation, effectiveness, recognition, and association of student financial aid administrators and counselors in postsecondary education institutions and others in public and private agencies concerned with the support and administration of student financial aid;
- (2) To serve effectively the interests and needs of students, educational institutions, and public and private agencies, organizations, and individuals through the coordination of plans and programs pertinent to student financial aid;
- (3) To facilitate communication among student financial aid administrators, education institutions, public and private agencies, organizations and individuals concerned with student financial aid administration.
- (4) To assist educational institutions and public and private agencies, organizations and individuals to promote and develop effective programs of student financial aid; and
- (5) To stimulate, promote and conduct research, cooperative studies, conferences, and workshops and other related activities as may be desirable or required to fulfill the purposes of this Association.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in

these Articles, this corporation shall have all the powers specified in Section 10-1005(A) of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

ARTICLE IV

Limitations on Activities. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation in the State of Arizona; nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Additional Restrictions. The corporation shall be operated in a manner that prevents it from being a private foundation within the meaning of Section 509 of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted; provided, however, that in the event the objects, purposes and business of the corporation cannot be accomplished unless the corporation is operated as a private foundation, it shall not be operated in violation of the following limitations, restrictions and prohibitions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(e) The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended; or under corresponding laws and regulations hereafter adopted;

ARTICLE VI

Term. The time for commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

ARTICLE VII

Distributions. This corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the corporation shall be used to further the purposes and objects of the corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the corporation to directors or members as reasonable compensation for services rendered to the corporation.

ARTICLE VIII

Limitation of Liability. The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 10-1026 or Section 10-1097 of the Arizona Revised Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

Board of Directors. The control and management of the affairs of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than nine (9), persons. The Bylaws of the corporation shall prescribe the terms of office and manner of election of directors.

ARTICLE X

Membership. The Board of Directors shall have the power to provide in the Bylaws of the corporation that the corporation shall or shall not have a membership. If a membership is so provided for, the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the Bylaws of the corporation.

ARTICLE XI

Dissolution. No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

ARTICLE XII

Amendments. These Articles of Incorporation may be amended as provided in the Bylaws of the corporation.

Statutory Agent. This corporation hereby appoints CT

Corporation System, 3225 N. Central, Phoenix, Arizona, as its
initial statutory agent. All notices and processes, including
service of summons, may be served upon said statutory agent
and, when so served, shall be lawful, personal service upon
this corporation. The Board of Directors may, at any time,
appoint another agent for such purpose, and filing of such
other appointment shall revoke this or any other previous
appointment of such agent.

Bylaws
OF
ARIZONA ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS, INC.
an Arizona nonprofit corporation

ARTICLE I

Offices

Section 1. Principal Offices. The principal office of the corporation in the State of Arizona shall be located at the University of Arizona, in the City of Tucson, the County of Pima.

Section 2. Other Offices. The corporation may maintain other offices, either within or without the State of Arizona, as determined by the Board of Directors, where at all business of the corporation may be transacted.

Section 3. Known Place of Business. The known place of business of the corporation, as required by A.R.S. Section 10-1008, to be maintained in the State of Arizona, may be, but need not be, identical with the principal office in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors.

ARTICLE II

Members

SECTION 1. Classes of Members. The corporation shall have 3 classes of Members. The designation of such classes and the qualifications and rights of the Members of such classes shall be as follows.

A. Active Membership. Shall be limited to (a) persons engaged in the administration of student financial aid in postsecondary institutions located in Arizona; (b) representatives of other educational institutions, private and public agencies, organization or individuals in Arizona concerned with or engaged in the support and/or administration of student financial aid. Active Membership shall be institutional. Each Member institution shall be entitled to vote on all matters brought before the Association and shall be represented by a duly appointed delegate.

B. Associate Membership. Shall include representatives of educational institutions, private, public and government agencies, organizations or individuals concerned with student financial aid in states other than Arizona. Associate Members shall be entitled to attend all activities,

5

have a voice in meetings and sit on committees, but may not hold office in or vote as a Member of the Association.

C. Honorary Memberships. Shall include individuals who have made an outstanding contribution to the Association or in the area of student financial aid and who are voted such Membership by the Association. Honorary Membership includes all Association privileges except dues, holding office and voting.

SECTION 2. Application. Application for Membership in the Association shall be made to the Treasurer for processing.

SECTION 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed in Article XI of these Bylaws.

SECTION 4. Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

SECTION 7. Membership Year. The Membership year shall be from July 1 to June 30 with dues being due and payable to the Treasurer July 1.

ARTICLE III

Meetings of Members

SECTION 1. Annual Meeting. An annual meeting of the Members shall be held in the month of March in each year, beginning with the year 1992 at a time and place designated pursuant to the terms of these Bylaws for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding business day. If the election

of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be, provided however that said election may be conducted by mail pursuant to Section 11 below.

SECTION 2. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Arizona; but if all of the Members shall meet at any time and place either within or without the State of Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. Notice of Meetings. Unless waived, written notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States and addressed to the Member at his address as it appears on the records of the corporation, with postage thereon pre-paid.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

SECTION 5. Fixing Date for Determination of Voting Members. In order that the corporation may determine the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, the Board of Directors of the corpora-

tion may fix, in advance, a record date, which shall not be more than fifty (50) nor less than ten (10) days before the date of such meeting, nor more than fifty (50) days nor less than ten (10) days prior to any other action.

A determination of the Members entitled to notice of or to vote at a meeting of Members shall apply to an adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting and further provided that the adjournment or adjournments do not exceed thirty (30) days in the aggregate.

SECTION 6. Voting Record. The officer or agent having charge of the books of the corporation shall make a complete record of the Members entitled to vote at each meeting of Members or any adjournment thereof, arranged in alphabetical order, with the address of each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting for the purpose thereof.

SECTION 7. Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as the unanimous vote of the voting Members.

SECTION 8. Quorum. The members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 10. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 11. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine. Any other action required to be taken

by members, or any class or classes of members, may be conducted by mail.

ARTICLE IV

Board of Directors

SECTION 1. Powers of Directors. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be limited to 9. The Board of Directors shall be comprised of the incumbent officers and immediate Past President of the corporation. Each Director shall hold office until the end of the current membership year unless otherwise specified in Article V of these Bylaws. Each Directorship shall also be subject to those limitations set forth in Article V of these Bylaws as they relate to the specific and corresponding office of the corporation held by each Director.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws, at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings or the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, 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 is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of

such meeting, unless specifically required by law or by these Bylaws.

SECTION 6. Quorum. A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such majority are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, consistent with the provisions of these Bylaws as otherwise set forth below. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. Removal. At a meeting of Members called expressly for that purpose and by a vote of a majority of the Members then entitled to vote at an election of the Directors, any Director or the entire Board of Directors may be removed, with or without cause.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same affect as an unanimous vote.

SECTION 11. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation before 5:00 of the afternoon of the next day which is not a holiday or a Saturday after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance,

if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

SECTION 1. Officers. The officers of the corporation shall be a President-Elect, President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer. All of the aforementioned officers must be employed as financial aid administrators at a school providing postsecondary education in Arizona. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors.

A. Should the aforementioned officers not fully represent the recognized postsecondary education segments in Arizona (public four-year, public two year, private and proprietary), the Board of Directors shall either appoint or authorize a special ballot to the Members for the purposes of electing Representatives-at-Large with officer authority and with full voting privileges, to represent the under-represented postsecondary segment(s).

B. A Representative-at-Large with officer authority and full voting privileges, representing all active member, non-postsecondary institutions, agencies, organizations and individuals in Arizona concerned with or engaged in the support and/or administration of student financial aid, shall be elected annually during the regular election of officers.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the voting membership. An election of officers shall be held each year between March 15 and April 15 under the supervision of a Nominations and Elections Committee appointed by the Board of Directors. Each officer shall hold office until the end of his specified term, unless restrictions set forth in Section 4 of this Article apply, and until his successor shall have been duly elected and shall have qualified. All officers shall hold office for a term not to exceed one membership year, with the exception of the Treasurer, who shall hold office for a term not to exceed two consecutive membership years. Notwithstanding any provision to the contrary, any officer, other than the non-postsecondary Representative-at-Large who, during the term of his office, ceases to be employed as a financial

aid administrator at a school of postsecondary education in Arizona, shall be replaced by the Board at its earliest convenience, by regular or special meeting and in accordance with further restrictions set forth in Section 4 of this Article; provided, however, that this restriction shall apply to the corporate Treasurer only if that Treasurer has been in office for a period of less than 18 months at the time said Treasurer ceases to be employed as a financial aid administrator.

A. A non-postsecondary Representative-at-Large who, during the term of his office, ceases to be employed at a non-postsecondary institution, agency, or organization in Arizona, concerned with or engaged in the support and/or administration of student financial aid, shall be replaced by the Board at its earliest convenience, by regular or special meeting and in accordance with further restrictions set forth in Section 4 of this Article.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other reason, may be filled by the Board of Directors for the unexpired portion of the term; with the exception of the office of President-Elect, which must be filled by an officer elected through special election by the voting membership. In addition, a vacancy in the office of President shall be filled in accordance with the procedure set forth in Section 7 of this Article.

SECTION 5. President-Elect. the President-Elect shall observe the duties performed by the incumbent President and normal business transacted by the Board in preparation for his coming term as President and such other duties as may be prescribed by the Board of Directors from time to time. The President-elect shall automatically assume the office of President during the subsequent membership year.

SECTION 6. President. The President shall be the principal executive officer of the corporation and, shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation duly authorized by the Board of Directors, certificates of membership, deeds, mortgages, bonds, contracts, instruments of conveyance, checks, drafts, notes and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board of Directors,

these Bylaws or law to some other officer or agent of the corporation. The President, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President until the President-Elect assumes the office of President at the beginning of the subsequent membership year. Any Vice President shall have such powers and perform such duties as may be delegated to him by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Secretary. Secretary shall (a) keep the minutes of all meetings of the Board of Directors and of the Members, (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law, (c) have charge of all of the corporate books, records and accounts and of the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized, (d) keep a register of the post-office address of each Member which shall be furnished to the corporation by such Member, (e) sign with the President, or a Vice-President, certificates of Membership in the corporation,

(f) have general charge of the books of the corporation, and (g) in general perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors.

SECTION 10. Representatives-at-Large. Representatives-at-Large are expected to provide input to the Board representative of the interests and perspectives of the majority of members belonging to the particular sector which they represent. Any Representative-

at-Large shall have such powers and perform such duties as may be delegated to him by the Board of Directors.

SECTION 11. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors.

SECTION 12. Expenses. By resolution of the Board of Directors, any officer may be reimbursed by the corporation for any out-of-pocket expenses incurred by such officer in furtherance of the purposes of the corporation. The decision of the Board of Directors as to whether such out-of-pocket expenses were incurred in furtherance of the purposes of the corporation shall be conclusive.

ARTICLE VI

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, Members of each such

committee shall be Members of the corporation, and the President of the corporation shall appoint the Members thereof. Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. Term of Office. Each Member of a committee shall continue as such until the end of the current membership year and until his successor is appointed, unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member cease to qualify as a Member thereof.

SECTION 4. Chairman. One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

SECTION 5. Vacancies. Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, in addition to those officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

Certificates of Membership

SECTION 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing Membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing Membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors determine.

SECTION 2. Issuance of Certificates. When a Member has been elected to Membership and has paid any initiation fee and dues that may then be required, a certificate of Membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of Membership under the provisions of Section 1 of this Article VIII.

SECTION 3. Dividends. Membership in the corporation shall be non-dividend bearing.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

Dues

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by Members of each class.

SECTION 2. Payment of Dues. Dues shall be payable in advance on the first day of July in each fiscal year. Dues of a new member shall be the total annual amount set by the Board of Directors regardless of the point during the membership year that such new member applies for membership.

SECTION 3. Default and Termination of Membership. When any Member of any class shall be in default in the payment of dues for a period of 6 months from the beginning of the fiscal year or period for which such dues became payable, his Membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

SECTION 4. The President of the Corporation will be enrolled as a Member of the Western Association of Student Financial Aid Administrators by the Treasurer with the dues being paid by the Corporation.

SECTION 5. The Membership year shall be from July 1 to June 30 with dues being due and payable to the Treasurer July 1.

ARTICLE XII

Seal

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

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Arizona Non-profit Corporation Act or under the provisions of the articles of incorporation or the 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 deemed equivalent to the given of such notice.

ARTICLE XIV

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the voting members present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Insurance Issue