



# **SOUTHWEST ASSOCIATION OF STUDENT ASSISTANCE PROGRAMS, INC.**



## **BY LAWS**

Revised November 2008, 2010, 2013, 2015

Revised November 6, 2017

### **Article I - Name**

The name of the organization is the SOUTHWEST ASSOCIATION OF STUDENT ASSISTANCE PROGRAMS, INC., hereafter referred to as the "Association" or as "SWASAP."

### **Article 2 - Non-Profit Corporation**

The Association shall be duly constituted as a Non-Profit Corporation, under the laws of the State of Texas and will always maintain and conduct its business so as not to be in conflict with or in violation of any provisions of the Non-Profit Corporations Act or any provisions of the Internal Revenue Code Section 501(c)(3) which governs Non-Profit Corporations.

### **Article 3 - Purposes**

The purposes of the Association are:

- 3.1 To understand and promote the educational process of all persons regardless of race, color, or creed.
- 3.2 To promote professional competency and efficiency among members and others associated with and concerned about student assistance programs.
- 3.3 To promote the development and extension of educational opportunities for eligible participants in the southwest region who, because of financial, cultural, or educational deprivation, physical handicap, or limited English speaking ability, have not had those opportunities.
- 3.4 To foster a commitment to develop bold and innovative educational programs designed to provide opportunities for eligible persons to initiate, continue, or resume secondary and/or postsecondary education.
- 3.5 To provide for improved communication between institutions and agencies sponsoring student assistance programs.
- 3.6 To provide and promote individual and cooperative studies, experimentation, workshops, seminars, conferences, and related activities as may be desirable or required to fulfill the purposes of this Association.
- 3.7 To develop, maintain, and disseminate data pertinent to resolving issues to all bona fide participants and officials of student assistance programs.



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### Article 4 - Offices

- 4.1 The principal office of the Association shall be in the State of Texas and shall be located in the City of San Antonio, County of Bexar. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.
- 4.2 The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act.. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

### Article 5 - Membership

- 5.1 There are four classifications of membership in this Association: active membership, associate membership, institutional membership, and honorary membership.
  - 5.1.1. Active membership shall be open to all professionals currently or formerly employed by educational opportunity programs (TRIO) who hold current membership in a SWASAP affiliated state association. The state associations are:
    - Arkansas Association of Student Assistance Programs
    - Louisiana Association of Student Assistance Programs
    - TRIO New Mexico
    - Oklahoma Division of Student Assistance Programs
    - Texas Association of Student Special Services Programs

Active members have voice and vote in the Association.
  - 5.1.2. Associate membership shall be open to those persons committed to the goals, purposes, and activities of SWASAP who do not qualify for active membership under 5.11. Associate members have voice, but no vote in the Association.
  - 5.1.3. Institutional membership shall be open to institutions and organizations hosting TRIO programs.
  - 5.1.4. Honorary membership shall be available to any tier level sponsor or appropriate business, industry, foundation, or other organization whose goals and interests prompt them to make a contribution in either general support of the Association or support to special projects of the Board. Honorary members are to receive such recognition as may be deemed appropriate by the board. Honorary members are entitled to voice, but no vote in the Association.
  - 5.1.5. Alumni membership shall be open to non-TRIO professionals who are alumni of TRIO Programs. Membership shall be open to persons committed to the goals, purposes, and activities of SWASAP



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who do not qualify for active membership under 5.1.1. Alumni members have a voice, but no vote in the Association.

- 5.2 A person may become a member of the Association by making written application and paying the prescribed dues within the time period prescribed by the Board of Directors.
- 5.3 Each active member shall be entitled to one (1) vote.
- 5.4 The Board may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and the Secretary and may be marked with the seal of the Association. The name and address of each member shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board may determine. Certificates of membership may be issued when a person has joined the Association and has paid the appropriate dues.
- 5.5 The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel 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 6 of these Bylaws.
- 5.6 The policies and purposes of the Association and the states shall be binding on all members. Established channels maybe used to implement new policies or change a policy or a purpose.
- 5.7 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- 5.8 Upon the written request of a former member filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate a former member on such terms as the Board may deem appropriate.
- 5.9 Membership in the Association is not transferable or assignable.

### Article 6 - Dues

#### Annual Dues

- 6.1 The Board, with the approval of a majority vote of the members of the Association, may determine the amount of annual dues payable to the Association of each membership classification.

#### Institutional Membership Fee

- 6.2 An annual fee may be assessed each regional institution or agency, including non-TRIO sponsoring institutions, agencies, or organizations, said fee to be determined by the Board.

#### Registration Fee

- 6.3 An individual registration fee shall be charged to each person, excluding guests of the Association, who attends the regional conference, such fee to be established annually by the Board.



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## Payment of Dues

- 6.4 Dues shall be payable on or before close of registration of the annual conference.

## Default and Termination of Membership

- 6.5 A member of any membership classification whose dues are not paid by the close of conference registration of the annual conference shall have all rights and privileges of membership terminated.

## Article 7 - Officers

- 7.1 The officers of the Association shall be a President, a President-Elect, an Immediate Past-President, a Secretary, and a Treasurer whose duties are described below. No individual may hold more than one office at a time.

### 7.1.1 President      The President shall:

- A.    preside at all meetings of the members and of the Board
- B.    may sign, with the Secretary or any other proper officer of the Board, documents for the Association authorized by the Board, except in cases where the signing is delegated to some other officer or agent of the Association
- C.    perform all duties incident to the office of President and such other duties prescribed by the Board
- D.    appoint all chairpersons of standing committees
- E.    make an annual report to the Board
- F.    serve as a representative to the COE Board of Directors.

### 7.1.2 President-Elect      In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall:

- A.    serve as chairperson of the Conference Committee with the prerogative of delegating any or all duties related
- B.    Assist the President and prepare for his or her term in office.
- C.    serve as a representative to the COE Board of Directors.

The President-Elect shall automatically become President of the Association one (1) year after the commencement of the term of office as President-Elect, or upon the death or resignation of the President.

### 7.1.3 Treasurer As required by the Board and at its expense, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety as the Board shall determine. The Treasurer shall:

- A.    have charge and custody and be responsible for all funds and securities received
- B.    give receipts for monies due and payable to the Association
- C.    deposit all monies in the name of the Association in a bank or other depository selected in accordance with the provision of Article 16 of these Bylaws
- D.    perform all duties incident to the office of Treasurer and other such duties as may be assigned by the Board



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- E. provide a written statement of the Association's fiscal record to each member of the Association
- F. file all required reports to appropriate agencies in a timely fashion
- G. shall serve as a member of the Finance Committee.

The Treasurer's annual report shall be examined and audited/reviewed, at the expense of the Association, by a certified public accountant and such audit/review distributed to each member of the Board.

7.1.4 Secretary      The Secretary shall:

- A. keep the minutes of the meetings of the members and of the Board.
- B. give all notices in accordance with the provisions of these Bylaws or as required by law.
- C. be custodian of the Association's records and of the seal of the Association.
- D. perform other duties assigned by the President or the Board.

7.1.5 Immediate Past-President      The Immediate Past-President shall:

- A. serve as advisor to the conference committee.
- B. in the absence or disability of both the president and President-Elect, he/she has the power and shall perform all the duties of the President of the Association.
- C. Serve as a representative to the COE Board of Directors.

- 7.2 The officers shall be elected from and by the active membership at the regular annual meeting of the Association.
- 7.3 The Office of President Elect shall be elected from and by the active membership at the regular annual meeting of the Association. The offices of Treasurer and Secretary will be elected on alternate years and serve two-year terms beginning in 2008 for the Treasurer and 2009 for the Secretary.
- 7.4 All officers and appointed positions to the SWASAP Board shall be active members and in good standing with their state associations and SWASAP.
- 7.5 Each officer shall hold office until his/her successor shall have been duly elected and qualified.
- 7.6 Any officer of the Association shall not be a candidate to succeed himself/herself in the same office more than two (2) consecutive terms. This does not abridge a member's right to be elected to any office at a later term.
- 7.7 An officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contracts right, if any, of the officer so removed.
- 7.8 The President-Elect shall succeed the President for an unexpired term and continue as President for the term to which he/she was elected. A vacancy in any other office because of death, resignation, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. Any person thus appointed to the office shall be eligible for election to succeed himself/herself.



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- 7.9 The following shall be the "Rules of Office" by which all the officers of the Association shall abide, in addition to those set forth in these Bylaws:
- 7.9.1 The officers of the Association shall receive no salary or payment except reimbursement for approved expenses.
  - 7.9.2 Expenses for carrying out authorized duties and responsibilities shall be reimbursed only after submission of a written statement and approval of the Board, or as otherwise stated in the Bylaws.
  - 7.9.3 Installation of officers shall be conducted near the end of the annual meeting of the Association.
  - 7.9.4 New officers shall assume full responsibility of their offices on the first of the month following the end of the annual meeting of the Association.

## **Article 8 - Board of Directors**

- 8.1 The affairs of the Association shall be managed by its Board of Directors, hereafter called the "Board." Directors need not be residents of Texas, but must be active members of the Association and be in good standing with their respective state associations.
- 8.2 Each state shall be responsible for certifying four (4) individuals from within its membership to the Board.
- 8.3 One of the four members, as certified by each state, shall be the President of the state association.
- 8.4 The term of office for each member shall be one year, or as determined by each state association.
- 8.5 Past Presidents of the Association may serve on the Board in perpetuity as Presidents-Emeriti. Such members shall have voice, but no vote on matters before the Board.

## **Article 9 - Meetings of the Membership**

- 9.1 Meetings of the members of the Association shall be held yearly, with the date, time, and location of the meeting to be determined by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association within the State of Texas, but if all the members shall meet at any time and place, whether within or without the State, 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.
- 9.2 All members in good standing shall be notified through electronic and/or hard copy formats of the date, time, and place of all meetings, at least thirty (30) days prior to the meetings, said notice being sent by electronic and/or hard copy formats to the last known contact information maintained by the Association for each member.



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- 9.3 The President of the Board shall have the power to determine when a quorum of voting members, as defined by the Bylaws, has been constituted in order that business may be conducted.
- 9.4 A Parliamentarian shall be appointed by the President to assist the President in conducting all meetings.
- 9.5 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Association except where they are inconsistent with the Bylaws of the Association.
- 9.6 Special meetings of the members may be called by the President with the approval of the Board.
- 9.6.1. Notice of special meetings must be given 30 days prior to the meeting with the purpose of the meeting stated in the notice.
- 9.7 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
- 9.8 The members holding a majority 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.

## **Article 10 - Meetings of the Board**

- 10.1 The Board of Directors shall hold a meeting in conjunction with the membership meeting and shall be empowered to hold such other regular or special meetings as it deems necessary in accordance with provisions established in the Bylaws.
- 10.2 Special meetings of the Board may be called by or at the request of the President with the approval of the Executive Council Committee. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, for holding any special meetings of the Board called by them. .
- 10.3 Notice of any special meeting of the Board shall be given at least twenty (20) days in advance. Neither the business to be transacted at, nor the purpose of, any regular meeting 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.
- 10.4 A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors present by proxy may not be counted toward a quorum.



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- 10.5 At any meeting of the Board, 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 ninety (90) days from the date of execution.
- 10.6 The act of a majority of the Directors present or by proxy at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.
- 10.7 Vacancies occurring among state association delegates to the SWASAP Board of Directors shall be filled in accordance with the provision in that Director's state constitution.
- 10.8 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board 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 Association in any other capacity and receiving compensation therefore.
- 10.9 Any member of the Board absent from two (2) Board meetings within the same fiscal year and not represented by proxy at said meeting, shall be expelled from membership on the Board.
- 10.10 A Director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. Acceptance of such resignation shall not be necessary to make it effective.
- 10.11 Any action required bylaw to betaken at a meeting of the Board, or any action which maybe taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the actions taken shall be signed by all of the Directors.

## **Article 11 – Committees**

- 11.1 Appointment of Committees. Unless otherwise provided in these Bylaws, appointment of members to serve on both standing and special committees shall be made by the President from among the individual members in good standing of the Association. The Chairperson of each committee shall be designated by the President with the advice and consent of the Board. The President shall consult with the Board regarding membership of committees, as deemed appropriate.
- 11.2 Appointment and Number of Members of Committees. The members of all standing committees, unless otherwise designated, may serve for an unlimited time. Standing committees usually should be constituted to assure continuity of personnel. The Chairpersonship of standing committees should be rotated at least every third year. The members of all special committees should serve until their successors are named or until they are discharged from their responsibilities. Vacancies in the membership of committees, both standing and special, shall be filled by appointment of the President.
- 11.3 Committee Meetings. Meetings of each committee, both standing and special, shall be held upon the call of its chairperson.





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- 11.4 Committee Reports. Each standing committee and special committee shall submit to the President its written report which shall include a summary of its activities and its recommendations for expenditure of Association funds and shall include in the report an estimate of the amount of such expenditures required. A copy of each committee report submitted to the President shall be delivered to each member of the Board at least five days prior to a Board meeting.
- 11.5 Quorum. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.
- 11.6 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.
- 11.7 Standing Committees . The Association shall have the following standing committees which will perform functions as may be prescribed by the President, the Board, and the Bylaws:
- 11.7.1 Conference. The Conference Committee shall be responsible for planning and arranging for convention meetings.
- 11.7.2 Ethics. The Committee on Ethics shall review charges against individual members in violation of the Code of Ethics of the Association and make recommendations to the President and the Board.
- 11.7.3 Finance. The Finance Committee shall consider long-range fiscal policies affecting the Association and make recommendations regarding such policies to the President or the Board as appropriate.
- 11.7.4 Membership. The Membership Committee shall be responsible for the major membership work of the Association and the coordination of membership activities.
- 11.7.5 Nomination and Election. The Nomination and Election Committee shall be charged with conducting fair nomination and election procedures for electing officers of the Association.
- 11.7.6 Publications. The Publications Committee shall recommend to the Executive Council Committee appropriate action affecting overall publication policies of the Association affecting periodicals or other publications of the Association.
- 11.7.7 Executive Council. The Executive Council Committee shall consist of the Association's current officers: President, President-Elect, Treasurer, Secretary, and Immediate Past President and shall perform the duties of policy making and maintaining national and/or other pertinent organized liaisons.
- 11.7.8 Registration. The Registration Committee shall assume responsibility for conference registration and shall check the credentials of each registrant.
- 11.7.9 Corporate Development. The Coporate Development Committee shall be responsible for planning and coordinating activities to develop corporate sponsorship, donations and services for TRIO programs in the SWASAP Region for its affiliated activities and services.



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## **Article 12 - Affiliations**

- 12.1 Subject to the restriction set forth in 12.2 of this article, affiliation of the Association with other organizations may be in the form of a formal or informal coalition or by membership. Any such affiliation shall require approval of the Board.
- 12.1.1 The Southwest Association of Student Assistance Programs, Inc. (SWASAP), shall be a member of the Council for Opportunity in Education (COE), and shall accept responsibility for such membership.
- 12.2 SWASAP shall not become affiliated, or retain affiliation, with any organization whose purposes conflict with those of SWASAP or where such affiliation may cause SWASAP to breach its legal status as a nonprofit corporation.

## **Article 13 - Amendments**

- 13.1 An amendment to these Bylaws may be proposed, in electronic and/or hard copy formats by any member of group of members in good standing in the Association, or any committee created for the purpose of proposing amendments to the Board of Directors through its President, with the request that the amendment be placed on the agenda for vote at the next regular meeting of the membership. Each proposed amendment must be provided in electronic and/or hard copy formats to the Board in sufficient time for a copy of the proposed amendment to be distributed via electronic and/or hard copy formats to each member entitled to vote on said amendment at least thirty (30) days prior to the meeting date on which the vote is to be taken.
- 13.2 By majority resolution, the Board may recommend adoption of proposed amendments, defeat proposed amendments, or make no recommendation, prior to any debate held on proposed amendments by the membership.
- 13.3 Debate on proposed amendments shall be allowed from the floor by the voting and nonvoting membership present, subject to a call for the question by a majority vote of the voting membership.
- 13.4 Adoption of any amendment shall be by 2/3 vote of those present.

## **Article 14 - Indemnification**

- 14.1 SWASAP indemnifies each member of its Board of Directors, from and against all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed upon or asserted against him/her by reason of being or having been such a director or officer and acting in the scope of his/her official duties, but only when the determination shall have been made judicially that he/she reasonably believed such action to be in the best interests of the Association, and, in the case of criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. The right of indemnification herein provided shall be in addition to any



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and all rights to which any director or officer might otherwise be entitled, and the provision hereof shall neither impair nor adversely affect such rights.

### Article 15 - Appropriations and Expenses

- 15.1 General Appropriations. All appropriations of Association funds shall be made by the Board. No proposal for an appropriation shall be acted upon until a report is given to the Board as to its feasibility.
- 15.2 Expenses. The expenses incurred in the conduct of the affairs of the Association shall be paid to the Treasurer out of such appropriations as shall have been made for such purposes. The Board may authorize the Treasurer to turn over funds to the Association President or other members of the Board, provided authority for the appropriation is authorized according to the terms of these Bylaws.
- 15.3 Expenses in Excess of Appropriations. All expenses of any Association Committees shall be paid from the funds appropriated therefore, and any liability incurred by a Committee in excess of funds appropriated therefore shall not be the liability of the Association, but shall be the personal liability of the person or persons responsible for incurring such liability.

### Article 16 – Deposits, Checks, Drafts, and Gifts

- 16.1 Contracts. All contracts shall be reviewed and approved by the Board prior to signing and shall be considered legal and binding when signed by the authorized representative (s) of the Association.
- 16.2 Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.
- 16.3 Checks and Drafts. The Board of Directors shall authorize the issue of such checks and drafts as shall be necessary to meet the legal financial obligations of the Association. Such checks and drafts shall be signed by two of the following officers: President, Treasurer, or Secretary.
- 16.4 Gifts. The Board may accept, on behalf of the Association, any contribution or gift for the general purposes or for any special purpose of the Association.

### Article 17 - Books and Records

- 17.1 The Association 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 and shall keep at the registered or principal office a record giving the names and



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addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his/her agent for any proper purpose at any reasonable time.

## **Article 18 - Fiscal Year**

18.1 The fiscal year of the Association shall begin on the first day of October and end on the last day of September of each year.

## **Article 19 - Seal**

19.1 The Association shall have a corporate seal.

## **Article 20 - Dissolutions or Final Liquidations**

20.1 Upon dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provisions to pay all debts, obligations, and liabilities, make adequate provisions to transfer, convey, or distribute all remaining assets to a non-profit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets as long as each organization shall then qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **Article 21 - Waiver of Notice**

21.1 Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Association, 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 giving of such notice.

## **Article 22 - Parliamentary Authority**

22.1 The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern all matters not covered by these bylaws.