

CONSTITUTION
for the
ARKANSAS ASSOCIATION OF STUDENT ASSISTANCE PROGRAMS, INC.

ARTICLE I. NAME

The name of this organization shall be: ARKANSAS ASSOCIATION OF STUDENT ASSISTANCE PRGRAMS (AASAP).

ARTICLE II. PURPOSE

The purpose of AASAP shall be:

Section 1.

To promote professional competency and efficiency among the members.

Section 2.

To promote meaningful association among members and others associated with and concerned about student assistance programs.

Section 3.

To promote development, improvement and extension of educational opportunities to persons in Arkansas who, because of financial, cultural and educational deprivation, are denied the opportunities necessary for optimum educational development. To accomplish this purpose, AASAP proposes to work with:

- a. Students served by the program
- b. Parents, schools and communities
- c. Local, state and regional organizations
- d. Institutions and agencies hosting programs and others offering services
- e. Other programs serving educational needs; and
- f. Program Officers (Washington, D.C.) for TRIO programs.

Section 4.

To provide for improved communication between institutions and agencies sponsoring student assistance programs.

Section 5.

To foster a commitment to develop bold and innovative educational programs designed to provide opportunities for eligible students to initiate, continue, or resume postsecondary education.

Section 6.

To promote and provide individual and cooperative studies, experiments, workshops, seminars, conferences and related activities desirable or required to fulfill the purpose of this association.

ARTICLE III. MEMBERSHIP

Section 1.

There shall be four classes of membership in the Association: Active, Associate, Honorary and Student.

Section 2.

Active membership shall be limited to Special Services Programs for Disadvantaged Student personnel (administrators, teachers, counselors, and secretaries) who are engaged in serving eligible students. Only active members may vote.

Section 3.

Associate membership shall include persons interested in student assistance programs. Associate members may not hold office, vote, or be a regional member, but may enjoy all other privileges of the active membership.

Section 4.

Honorary memberships may be granted to persons actively involved in achieving the goals of AASAP. Honorary members will not pay dues, nor will they be allowed to vote. Membership shall be determined by Executive Committee.

Section 5.

Student membership shall include students in Arkansas actively involved in Special Services programs for Disadvantaged Students as participants or student employees. Student members may not hold office, vote, or be a regional member, but may enjoy all the other privileges of active membership.

ARTICLE IV. OFFICERS

Section 1.

The elected officers of this association shall be President, President-Elect, Secretary, Treasurer, two (2) at large representatives to the SWASAP Board of Directors and two (2) at large representatives to the State Executive Committee.

Section 2.

The President, President-Elect and two at large members elected by the membership shall represent the state on the Board of Directors of SWASAP.

Section 3.

If an officer resigns, or is unable to complete his term of office, the Executive Committee shall appoint an active member in good standing to serve until the next annual business meeting. The only exception to this policy shall be in the event the President resigns; in such instances, the President-Elect will assume presidential duties for the remainder of the unexpired term.

ARTICLE V. MEETINGS

Section 1.

The Association shall convene a Fall conference and a Spring Leadership Institute. The time and place of these meetings shall be recommended by the Executive Committee. After the time and place have been approved, all members shall be notified in writing at least thirty (30) days in advance of the conference.

Section 2.

Institutions desiring to host an Association conference should submit their invitation in writing to the Executive Committee seven (7) days prior to the Fall meeting.

ARTICLE VI. COMMITTEES

Section 1.

Standing Committees:

The standing committees of the Association shall be: Program, Membership, Budget, Public Relations, Consultant Services, Regional and National Issues, and Audit.

Chairperson for standing committees shall be appointed by the President with approval of the Executive Committee.

Section 2.

Special Committees:

Special committees may be approved by the President and /or the Executive Committee as the need arises.

ARTICLE VII. CONSTITUTIONAL AMENDMENTS

Section 1.

Proposed amendment to this Constitution may be initiated by the Executive Committee, unanimous recommendation of a standing committee or any one member qualifying for membership. If a proposed amendment is initiated by an individual member, it shall be accompanied by a petition signed by a majority of the membership. The secretary shall make the proposed amendment available to all members at least thirty (30) days before expected action.

Section 2.

Amendment to this Constitution shall be ratified by 213 (66%) of the total active membership. Ballots shall be mailed to each active member. Each member shall indicate "for" or "against," sign the ballot and return it.

BY-LAWS

ARTICLE I. MEMBERSHIP

Section 1. Dues

The Executive Committee, with approval of a majority of the members of the Association, may determine from time to time the amount of the annual dues payable to the Association by each class of members (Active/Associate/Student).

Section 2. Quorum

A majority of the active members shall constitute a quorum at any meeting of the Association.

ARTICLE II. OFFICERS

Section 1. Election and Term of Office

The officers of the Association shall be elected at the fall conference meeting. Term of office will be one year with the exception of the Secretary, Treasurer and the two representatives to the SWASAP Board of Directors. They shall serve for a two-year term with a new SWASAP representative elected each year. An officer of the Association may not be a candidate to succeed himself/herself in office after serving two consecutive terms in the same office.

Section 2. Duties of Officers

a. The President shall be the chief elected officer of the Association and shall preside at all meetings of the Association. The President shall serve as Chairperson of the Executive Committee, appoint all chairpersons of standing and special committees, and submit an annual report for the Executive Committee to the Association. The President will be an ex-officio member of all committees, and shall serve as a member of the SWASAP Board of Directors. The President upon completion of the term in office will serve on the Executive Committee as immediate past President.

b. The President-Elect shall assist the President and serve with the same power and authority of the President in the event the President becomes incapacitated or resigns. The President-Elect shall be Chairperson of the conference committee (unless another appointment is more feasible). The President-Elect shall serve as an ex-officio representative on any other committee and shall serve as a member of the SWASAP Board of Directors. The President-Elect shall automatically become President of the Association, one (1) year after the commencement of that term of office as President-Elect, or upon the death or resignation of the President.

c. The Secretary shall have both recording and corresponding responsibilities, maintain up-to-date records concerning membership status, incorporate reports of the Treasurer into the official records of the Association, and serve as Secretary to the Executive Committee. The official minutes of the Association and dated copies of old and current Constitutions will be maintained in a secretary's notebook and brought to every official business session and board meeting.

d. The Treasurer shall be responsible for the receipt and expenditure of all funds in accordance with fiscal policies established by the Executive Committee. As Treasurer, this person shall maintain appropriate and adequate financial records, submit annual reports to the Association and be prepared at

any time, on direction of the Executive Committee, or to the succeeding Treasurer. The Executive Committee may require the Treasurer to be bonded and to submit audited annual reports.

e. The SWASAP Representatives shall serve as a liaison for the membership of this association and the SWASAP Board of Directors. They shall represent the Association on matters coming before the Board. They shall also be responsible for attending all SWASAP board meetings and presenting a formal report to the Association.

f. The AASAP Representatives shall serve as a representative of the membership of this Association on matters coming before the Executive Committee. They shall also be responsible for attending all Executive Committee meetings and presenting a formal report to the Association.

Section 3. Election of Officers

a. The Chairperson of the special Nomination and Election Committee shall be appointed at the Fall meeting by the President with approval of the Executive Committee.

b. The Chairperson shall request all necessary data on candidates or prospective candidates thirty (30) days in advance of the fall meeting.

c. The Nomination and Election Committee will prepare and distribute a news bulletin to the membership prior to the fall meeting, announcing the candidates for the elected positions, their qualifications and contributions to the Association.

d. The Nomination and Election Committee will finalize its suggested slate of officers at the Fall meeting. After the Association has voted to accept the report of the Nomination and Election Committee, there shall be a call by the Chairperson for nominations from the floor. If there are no nominations from the floor, the Association will vote to elect the slate of officers recommended by the Nomination and Election Committee. Should nominations be received from the floor, the Nomination and Election and Committee will certify the credentials of these persons before the vote is taken.

e. A secret ballot must be used to determine the elected official for each position challenged from the floor. Three (3) tellers shall be appointed by the President to count the tallies. Tallies shall be retained for six months.

f. New officers shall be installed as the last act of the business session. The execution of their duties will begin officially thirty (30) days after the Regional meeting.

g. No absentee voting will be authorized in AASAP general business meeting.

ARTICLE III. THE EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall be composed of the elected officers and the immediate past President.

Section 2.

With the exception of the President-Elect, no elected officer shall be Chairperson of a Standing Committee.

Section 3.

The Executive Committee shall meet during the Fall conference. Planning and business meetings shall be called as the need arises.

ARTICLE IV. MEETINGS

Section 1.

The Association shall convene a Fall Conference. The month and date of each meeting will be set by the Executive Committee.

Section 2.

Institutions desiring to host an Association conference should submit their invitation in writing to the Executive Committee seven (7) days prior to the annual meeting.

Section 3.

Special meetings of the Executive Committee may be called at the request of one-third of the active membership, or a majority of the members of the Executive Committee. Said request shall be submitted to the Secretary.

Section 4.

Parliamentary procedure in all meetings of the Association, Executive Committee, or other committees shall be in accordance with Robert's Rules of Order Newly Revised. The President will appoint a parliamentarian for the annual meeting.

ARTICLE V. ATTENDANCE

Section 1.

An Officer or Regional Representative who finds it necessary to be absent from an Executive Committee meeting, or the Regional Board meeting, for any reason, may send a substitute (Proxy). However, after an elected person has accumulated two avoidable absences from the Executive Committee or Regional Board the Executive Committee shall assume that the elected person cannot fulfill his obligation to the Association, and shall recommend that a permanent substitute be appointed for the remainder of the year.

ARTICLE VI. FINANCE

Section 1. Source

Income shall be derived from membership dues, fees and such other sources as the Executive Committee may approve.

Section 2. Budget

A budget shall be designed to accommodate the functions of the Association, based on the sources of income outlined above. At the same time, the budget should be flexible enough to adapt to changing situations.

ARTICLE VII. COMMITTEES

Section 1.

A Program Committee shall draft and confirm program activities at least six (6) weeks prior to the Fall conference. The program shall be planned in accordance with the Association's objectives for the year.

Section 2.

A Membership Committee shall devise ways by which the membership of the Association can be increased. This committee will also seek to include in their membership source persons from community/civic organizations, students, part-time Special Programs personnel and administrators.

Section 3.

A Budget Committee shall plan a budget (to be accepted by the Executive Committee and adopted by the Association) categorizing expenditures and amounts according to a planned source of income and program activities.

Section 4.

A Public Relations Committee shall design and execute a plan for reporting to the general public the activities of the Association, and, in general, the overall purposes for having Special Programs for Disadvantaged Students.

Section 5.

A Consultant Services Committee shall compile a list of persons and/or projects in our state who are willing to render a service to other projects upon request. The list shall be distributed to project directors in the state. The committee shall keep a record of such services rendered.

Section 6.

A Regional and National Issues Committee shall keep the members of the Association informed about issues which may or may not affect their project in terms of regulation changes, funding criteria, reporting procedures, evaluation and required training of personnel.

Section 7.

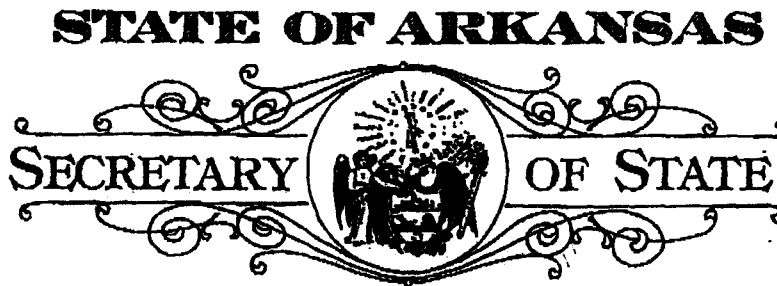
An Audit Committee consisting of the Treasurer, immediate Past Treasurer, and the Chairperson of the Budget Committee shall examine the Treasurer's record at the completion of his/her term of office.

ARTICLE VIII. AMENDMENT OF BY-LAWS

These By-Laws may be amended in the following manner:

1. The proposed amendment must be submitted in writing to the Executive committee.
2. The Executive Committee will discuss the suggested amendment, and present it to the Association for adoption or rejection.

REVISED: 08-20-08



Sharon Priest
SECRETARY OF STATE

Certificate of Incorporation of Domestic
Non-Profit Corporation

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that

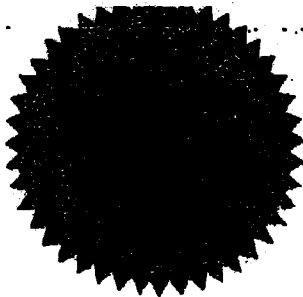
**ARKANSAS ASSOCIATION OF STUDENT ASSISTANCE
PROGRAMS, INC.**

has filed in the office of the Secretary of State, a duly certified copy of its Articles of Association, in compliance with the provisions of the law, with their petition for incorporation under the name or style of

**ARKANSAS ASSOCIATION OF STUDENT ASSISTANCE
PROGRAMS, INC.**

they are therefore hereby declared a body politic and corporate, by the name and style aforesaid, with all the powers, privileges and immunities granted in the law thereunto appertaining.

Post-It® Fax Note	7671	Date	4-22-03 1:58 PM 5
To	Janet Bay	From	Connie Newell
Co./Dept.		Co.	
Phone #		Phone #	
Fax #		Fax #	



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal Done at my office in the City of Little Rock, this 12th day of January 1998.

Sharon Priest
Secretary of State

FILED
CORPORATIONS DIVISION

NO. _____

98 JAN 12 PM 12:35

ARTICLES OF INCORPORATION

OF

ARKANSAS ASSOCIATION OF STUDENT ASSISTANCE PROGRAMS, INC.

SHARON ROBERT
SECRETARY OF STATE
STATE OF ARKANSAS

BY

We, the undersigned, acting as incorporators of a corporation under the Arkansas Non-profit Act (Act 1147 of 1993), adopt the following Articles of Incorporation of such corporation:

FIRST:

The name of this corporation is Arkansas Association of Student Assistance Programs, Inc.

SECOND:

The corporation is a Public - Benefit Corporation.

THIRD:

This corporation will have members.

FOURTH:

1. The general purposes and powers for which this corporation is organized are, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall enure to the benefit of any Director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise, attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4942 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. 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 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payments of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

FIFTH:

The mailing address of the corporation's initial registered office and the registered agent for the corporation is:

Vance Simelton
UALR
2801 South University
Little Rock, AR 72204

SIXTH:

The name and address of each original incorporator and the original board of directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Thomas	Southern Arkansas University SAU Box 9216 Magnolia, AR 71753
Linda Barker	University of Arkansas-Little Rock 2801 S. University Little Rock, AR 72204
Mary Dougherty-Cook	Ouachita Baptist University OBU Box 3779 Arkadelphia, AR 71998-0001
Eunice Walker	Southern Arkansas University SAU Box 9283 Magnolia, AR 71753
J. J. Galloway	Rich Mountain Community College 1100 Bush Street Mena, AR 71953-2503
Stan Escalante	Ouachita Baptist University OBU Box 3779 Arkadelphia, AR 71998-0001
Sherry Davis	Rich Mountain Community College 1100 Bush St. Mena, AR 71953-2503
Vicki Starlard	Arkansas State University P. O. Box 1390 State University, AR 72467
Lucy Jones	Rich Mountain Community College 1100 Bush St. Mena, AR 71953-2503

EXECUTED this 6th day of January, 1998.

Jerry Thomas
JERRY THOMAS

Linda Barker
LINDA BARKER

Mary Dougherty-Cook
MARY DOUGHERTY-COOK

Eunice Walker
EUNICE WALKER

J. J. Galloway
J. J. GALLOWAY

Stan Escalante
STAN ESCALANTE

Sherry Davis
SHERRY DAVIS

Vicki Starlard
VICKI STARLARD

Lucy Jones
LUCY JONES