



# BYLAWS

Coalition of Higher Education Assistance Organization

**BYLAWS**  
**OF**  
**COALITION OF HIGHER EDUCATION ASSISTANCE**  
**ORGANIZATIONS**

**1. NAME**

**1.1** The name of this non-profit corporation is “Coalition of Higher Education Assistance Organizations, Inc.,” hereinafter COHEAO or “the Coalition.”

**2. PURPOSES**

**2.1** The purposes of the Coalition shall be:

- to promote access to higher education through legislative advocacy of financial aid programs;
- to increase the efficient and cost-effective delivery, billing and collection of higher education student financial assistance programs;
- to prepare and disseminate information to the public and to governmental officials and agencies in furtherance of the purposes of the Coalition and to keep the membership apprised of said information; and
- to do all other things necessary and proper to carry out all these purposes.

**3. CATEGORIES OF MEMBERSHIP**

**3.1** The Coalition’s membership structure shall be comprised of individual membership categories as follows:

- Institutional Members. Institutions of higher education (such as Colleges and Universities) or representatives thereof.
- Commercial Members. Corporations or other entities that provide services to institutions of higher education.
- Organization Members. A person or organization that is not a Commercial or Institutional member, but wishes to participate in COHEAO.
- Alliance Members. A regional or state association.

**3.2 Primary and Associate Members.** Each Institutional, Commercial and Organization member shall designate one individual as its Primary Member. Each Institutional, Commercial and Organization member may appoint Associate Members from its organization.

**3.3 Voting Rights.** Only Primary Members of Institutional or Commercial Members shall be entitled to vote.

**3.4 Applications.** An eligible organization or individual may become a member of the Coalition by submitting an application and payment for membership and receiving the approval of a majority of the entire Board of Directors.

**3.5 Annual Dues.** Annual dues for membership in the Coalition shall be in such amount and due on a date as set by a vote of the majority of the members of the Board of Directors.

**3.6 Other Charges.** All other charges as fixed by the Board of Directors or properly incurred by the Coalition shall be billed annually to all members by the Treasurer or his or her designee.

**3.7 Date of Payment.** Dues invoices will be sent to the member by the Treasurer or designee sixty (60) days prior to the due date. A member will be considered delinquent if their dues invoice has not been paid by thirty (30) days after the due date. If the member is delinquent in payment of dues, that Primary Member cannot serve on the Board of Directors or vote on any subject matter presented to the Coalition at its regular or specially called meetings. If the member is delinquent in payment of their dues, they will be assessed the non-member rate for conferences/workshops.

**3.8 Termination of Membership.** By a majority vote, the Board of Directors may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any members who shall be in default in the payment of dues.

**3.9 Expulsion.** The Board of Directors may suspend or expel a member for cause only after affording the member procedural due process. A hearing for the member, at which the member shall have an opportunity to be heard, shall not be held less than thirty (30) days after the mailing of a written notice to the member. Expulsion or suspension shall occur on two-thirds vote of the Board of Directors.

**3.10 Voluntary Termination.** Any member may terminate membership in the Coalition by submitting a written resignation to the Board of Directors or the Board's designee. Membership shall be deemed to be terminated upon receipt of the resignation. The terminating member shall be responsible for the payment of all dues, assessments or other charges accrued and unpaid through the end of the fiscal year in which the resignation is submitted, and shall not be eligible for a pro-rata refund of such dues, assessments and charges.

## **4. OPERATION AND MANAGEMENT**

**4.1** General Powers. The Coalition shall be operated and directed by a Board of Directors. The Board of Directors may by general resolution delegate to officers of the Coalition and to committees such powers as are provided for in these Bylaws. The Board of Directors shall have overall authority to determine Coalition policies. The Board of Directors shall consider and act upon, without limitation or restrictions, any matters requiring action by the Coalition, in response to or in support of governmental action that affect the delivery, billing or collection of student debt. The Coalition shall meet annually at such time and place as the Board of Directors may select.

**4.2** Number. The Board of Directors shall consist of a minimum of thirteen (13) and a maximum of twenty (20) members: the President, Vice President, Secretary, Treasurer, three Members at Large, the Immediate Past President, and the Chairs and Co-Chairs of the Committees that are designated in Article 6 of these Bylaws.

**4.3** Regular Meetings. The Board of Directors shall meet at least annually, at such dates and at such places as the members of the Board of Directors decide.

**4.4** Special Meetings. Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place as the place for holding any special meeting.

**4.5** Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by electronic or postal mail or facsimile to each Director at his address as shown by the records of the Coalition. 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 be given by facsimile or electronic mail, such notice shall be deemed to be delivered when transmitted. 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 of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**4.6** Quorum. The presence of a majority of the Board of Directors 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 without further notice.

**4.7** Coalition's Executive Director. The Board of Directors will have the authority to appoint an Executive Director to advise the Coalition on matters pertaining to the Coalition's mission. Action taken by the Board of Directors shall be assisted by the Coalition's Executive Director. The Board of Directors may direct the Executive Director to initiate, organize and carry out all

operations, functions and events as it may from time to time deem appropriate for the purposes of gathering, coordinating, disseminating and analyzing information and statistics it deems relevant to the Coalition.

**4.8 Task Forces.** The Board of Directors may establish task forces, which it may deem appropriate to make such findings, reports and perform such duties as the Board of Directors may designate. At the time of the appointment of a task force, the President shall designate one of the appointees as a leader of the task force. The appointees of the task force may be individuals other than those who are at the time serving as members of the Board of Directors, but must be individuals representing members of the Coalition. The Board of Directors may direct the Executive Director to coordinate and facilitate the work of all task forces.

**4.9 Coalition Audit.** An audit of the accounts of the Coalition at the close of the fiscal year shall be made by either a task force or a certified public accountant appointed by the President, with the approval of the Board of Directors. The audit report shall be submitted to the Board of Directors within one hundred fifty (150) days following the close of the fiscal year.

**4.10 Annual Report.** Each of the officers and Committee Chairs shall submit an annual report to the Internal Operations chair, who shall arrange for its publication via the COHEAO web site or other means of general distribution to the membership.

**4.11 Annual Budget.** The Treasurer shall recommend to the Board of Directors for approval an annual budget for the operation of the Coalition prior to the last Board of Directors meeting of each year. The Board of Directors will provide the approved budget to the membership.

## **5. BOARD OF DIRECTORS – ELECTED POSITIONS, APPOINTED POSITIONS, AND DUTIES.**

**5.1** Only Primary Commercial and Institutional Members may serve on the Board of Directors. At least two members of the Board of Directors shall be Commercial Members and two members of the Board of Directors shall be Institutional Members.

**5.2** Elected Board Positions:

**5.2.1 Officers.** The officers of the Coalition shall be a President, a Vice President, a Treasurer, and a Secretary.

**5.2.2 Election.** The President, Vice President, Treasurer, Secretary, and three Members at Large shall be elected by a majority vote of the Primary Members of the Coalition who cast ballots. The President and Vice President shall be elected to take office in odd calendar years and the Secretary, Treasurer and Members at Large shall be elected to take office in even calendar years.

**5.2.3 Vacancy.** If a vacancy occurs in any Officer or elected Board member position for any reason, it shall be filled by a two-thirds vote of the remaining members of the Board of Directors at a meeting next following the creation of the vacancy. The Officer so elected shall hold the office for the unexpired portion of the term, which will not count towards the term limits in section 5.4.

**5.3 Appointed Board Positions:**

**5.3.1** The Officers of the Board of Directors must appoint Board members to serve in Committee Chair or Co-Chair positions, pursuant to the specifications in section 4.2.

**5.3.2** The following committees are designated as permanent: Membership, Legislative, Internal Operations and Commercial. The creation of additional Committee Chair or the creation of Co-Chair positions is subject to the discretion of the majority of the sitting Officers as long as the size of the Board is in compliance with these by-laws.

**5.4 Term.** The President shall serve for up to three (3) two-year terms, and then assume the position of Immediate Past President until the term or terms of the succeeding President are over. The Vice President, Treasurer, Secretary, and three Members at Large shall be elected to two-year terms. The Chairpersons and Co-Chairpersons shall be appointed to two-year terms.

**5.5 Limitation of Terms.** An individual may be elected or appointed to any one position on the Board of Directors for no more than three (3) consecutive full terms.

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

**5.61** The President may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

**5.7 Removal.** Any member of the Board of Directors elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Coalition would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the members so removed.

**5.8 President.** The President shall preside at all meetings of the Coalition and Board of Directors and shall perform all other duties and obligations as the Chief Executive Officer of the Coalition. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Coalition; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the

purposes of the Coalition, provided such steps do not exceed the scope of authority granted him or her by the Board of Directors.

**5.9 Vice President.** The Vice President shall perform the duties of the President in the event of the absence or disability of the President. The Vice President assumes the responsibility for organizing the Board of Director meeting, the annual and mid-year meetings of the Coalition, and has the authorization to appoint a sub-committee to assist in this responsibility. The Vice President shall perform such other duties as the Board of Directors may assign.

**5.10 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Coalition and see that the seal of the Coalition is affixed to all documents, the execution of which on behalf of the Coalition under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**5.11 Treasurer.** The Treasurer or the Treasurer's designee shall collect all dues, assessments and other charges, which shall be deposited in a bank or banks approved by the Board of Directors. Coalition expenses shall be paid by checks drawn by the Coalition's Treasurer or the Treasurer's designee and signed by the Treasurer or the Treasurer's designee. The Treasurer or any person receiving or disbursing the Coalition's monies shall be bonded in an amount fixed by the Board of Directors. The expense of such bond is to be borne by the Coalition. The Treasurer is responsible for coordinating the annual audit and tax preparation by a CPA on behalf of the Board.

**5.12 Annual Transition of Board of Directors Members.** Both the outgoing Board of Directors Members and newly elected or appointed Board of Directors Members are to attend the Board of Directors meeting immediately preceding the COHEAO Annual Meeting. Only the outgoing Board of Directors members will be counted for a quorum and permitted to vote. The newly elected or appointed Board of Directors Members shall take office at the conclusion of the COHEAO Annual Meeting.

## **6. PERMANENT COMMITTEES**

**6.1 Designation of Committees.** The Coalition shall have four permanent committees; Membership, Legislative, Internal Operations, and Commercial Member Committees.

**6.2 Selection.** Each Committee Chair and Co-chair shall be elected by a majority vote of the Officers of the Board of Directors every other year to a two-year term. In electing the Chairperson of the Commercial Member Committee the Officers of the Board of Directors shall take into consideration recommendations made by the members of the Commercial Member Committee. If a vacancy occurs in any Committee Chair or Co-chair position for any reason, it

may be filled by a majority vote of the Officers of the Board of Directors as soon as practicable. The Committee Chair or Co-chair so elected shall hold the position for the unexpired portion of the term.

**6.3** Membership Committee. Membership Committee Chairs and Co-Chairs may be created and appointed by the Officers as needed. They shall promote membership in the Coalition and shall lead membership recruitment. In addition, the Membership Co-Chairpersons or their designee will maintain the official member roster of COHEAO.

**6.4** Internal Operations Committee. The Internal Operations Committee Chairperson shall be responsible for preparing proposed bylaw changes; organizing, soliciting election nominees, and managing the Board of Directors elections; managing the COHEAO scholarship program, maintaining Coalition operating procedures, and other duties as defined by the Board of Directors.

**6.5** Legislative Committee. The Legislative Committee Chairperson shall be responsible for coordinating the Coalition's legislative and regulatory activities and initiatives.

**6.6** Commercial Member Committee. The Chairperson of the Commercial Member Committee shall be a liaison between commercial members and the Board of Directors, conveying the concerns of the commercial members of COHEAO to the Board and reporting Board decisions and activities to the commercial members.

## **7. OFFICES**

**7.1** Registered Office and Agent. The Coalition shall maintain a registered office and a registered agent in the District of Columbia or at such other location as the Board of Directors designates.

**7.2** Coalition Office. The Coalition may also have offices at such other places as the Board of Directors may from time to time designate, or the business of the Coalition requires.

## **8. BOOKS AND RECORDS**

**8.1** Records. All books, records, minutes of meetings, and names and addresses of all members shall be kept under the direction of the Secretary, or the designee. Such books, records and minutes may be inspected in the presence of legal counsel at the office of the Secretary or designee by any member or his/her designated agent or attorney for any proper purpose and during normal business hours any weekday, Monday through Friday.

## **9. SEAL**

**9.1** Corporate Seal. The Corporation Seal shall have inscribed thereon the official name of the Coalition, the words "Corporate Seal (1980)" and the place of incorporation. The Seal may

be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced on documents, and shall be in the custody of the Secretary or Secretary's designee.

## **10. FISCAL YEAR**

**10.1** Fiscal Year. The fiscal year of the Coalition shall begin the first day of January and end the last day of December of each year.

## **11. AMENDMENTS**

**11.1** Amendments. These Bylaws may be amended by a two-thirds vote of the members of the Board of Directors if notice of the proposed amendment is contained in the notice of that meeting, and is sent to the membership at least thirty (30) days prior to the date of the regular or special meeting at which action on the alteration, amendment or repeal is proposed to be taken.

## **12. INDEMNIFICATION**

**12.1** Indemnification. Any present or former Director, officer, or employee of the Coalition, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Coalition against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or employee serving or having served the Coalition, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## **13. PROCEDURE**

**13.1** Procedure. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Coalition where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

## **14. DISSOLUTION**

**14.1** Dissolution. Upon the dissolution of the Coalition or the winding up of its affairs, the assets of the Coalition shall be distributed in a manner consistent with the Coalition's Section 501(c)(6) status under the Internal Revenue Code of 1986.