

**RODLI,  
BESKAR &  
BOLES, S.C.**  
Attorneys at Law

RECEIVED  
NOV 23 1992  
Financial Assistance

Keith Rodli  
Leo A. Beskar \*  
Joseph D. Boles \*  
Gwen Kuchevar  
Catherine R. Quiggle \*

\*Also licensed in Minnesota

November 20, 1992

Terry M. Smith  
Office of Student Financial Aids  
23 Chalmer Davee Library  
River Falls, WI 54022

**RE: Articles of Incorporation/WASFAA**

Dear Terry:

Thank you for your letter of November 17, 1992.

Delivered herewith please find the following:


1. The original certificate from the State of Wisconsin showing that you were effectively incorporated as of June 30, 1992, as a non-stock corporation;
2. Your original non-stock Articles of Incorporation;
3. Copies of your articles of association, which is my understanding you have officially accepted into your local organization.

The documents as outlined above are the key documents that you need to be effective legally within the State of Wisconsin.

With reference to the tax issue, since we do not handle any tax work I would suggest that as per your letter you coordinate meeting with a C.P.A. for the purpose of finalizing all other tax matters, including your "non-profit status."

In looking at the C.P.A. firms that I have worked with in this area, there are a number of them that would do a very good job for you. Please feel free to call me if you need a couple of referrals.

Very truly yours,  
RODLI, BESKAR & BOLES, S.C.

  
Leo A. Beskar  
LAB/lh  
enclosures

219 North Main Street \*  
Post Office Box 138  
River Falls, Wisconsin 54022  
Telephone (715) 425-7281  
Facsimile (715) 425-7586 \*

KEITH CHWIALKOWSKI  
219 N MAIN ST  
PO BOX 138  
RIVER FALLS WI 54022



DATE: June 30, 1992

CORP ID #  
W033477



TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

**WISCONSIN ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS, INC**

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

**CHAPTER 181 - WISCONSIN NONSTOCK CORPORATION LAW**

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 6/30/92



*Douglas La Follette*

DOUGLAS La FOLLETTE  
Secretary of State

## ANNUAL REPORT

Corporations filing articles of incorporation under Chapter 180, 181, or 185 of the Wisconsin Statutes are required to file an annual report with the Secretary of State.

### Forms to Use

Business (stock) corporations and cooperatives report on Form 16, service corporations on Form 12, and nonstock, nonprofit corporations report on Form 17. Blank report forms are mailed to the corporation, c/o its registered agent and office of record with the Secretary of State, and are distributed during the calendar quarter in which the report is due.

### When to File

The DUE DATE for the annual report of a corporation is fixed by the date the articles of incorporation were originally filed with the Secretary of State. For example: An original filing date of May 26 falls within the second calendar quarter, and the DUE DATE for the report of that corporation is at the close of the *same calendar quarter*, i.e., June 30. The filing must be accomplished within the corporation's reporting year to continue the corporation in good standing. In the example cited, the corporation's reporting year is April 1 through March 30.

The FIRST REPORT of a corporation is due in the year following that in which it files its articles of incorporation.

### Where to File

By mail, to WISCONSIN CORPORATION ANNUAL REPORT, at the address indicated on the report form, or at the OFFICE of the SECRETARY OF STATE, 30 W. Mifflin, Madison.

### REGISTERED OFFICE AND AGENT Chapter 180 & Chapter 181 Corporations

Corporations are required to maintain a registered office and agent within Wisconsin. The initial registered office and agent were established in the articles of incorporation, and a specific procedure must be followed in order to change that designation. Form 13 (form 113 for Chapter 181 corporations) contains full information and may be utilized to file a change of registered office and/or agent. Forms available upon request from SECRETARY OF STATE, P.O. Box 7846, Madison, WI 53707.

### PRINCIPAL OFFICE OR REGISTERED AGENT Chapter 185 Cooperative

Cooperatives are required to maintain their principal office or a registered agent within Wisconsin. The initial principal office or registered agent was established in the articles of association, and may be changed only by making a formal amendment to the articles. Form 204 available upon request from SECRETARY OF STATE, P.O. Box 7846, Madison, WI 53707.

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The above requirements are statutory, and further it is important that the agent and office designations be kept current, as annual report blanks, notices and other official communications are directed to the corporation/cooperative through its registered/principal office and agent of record.

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### REPORTING REQUIREMENTS FOR CHARITABLE ORGANIZATIONS THAT SOLICIT CONTRIBUTIONS

Notice is hereby given, pursuant to sec. 181.32(2) of the Wisconsin Statutes, that a NONSTOCK, NONPROFIT corporation engaged as a charitable organization and soliciting contributions is subject to reporting requirements with the Wisconsin Department of Regulation & Licensing, pursuant to Chapter 440 of the Wisconsin Statutes. Please call or write the following for further information and filing requirements: WISCONSIN DEPARTMENT OF REGULATION & LICENSING, Attn: Charitable Organizations, 1400 East Washington Avenue, P.O. Box 8935, Madison, WI 53708. Phone (608) 266-0829.

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# ARTICLES OF ASSOCIATION

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## Wisconsin Association of Student Financial Aid Administrators (W.A.S.F.A.A.)

### PREAMBLE

The Financial Aids Community consists of persons representing a variety of post-secondary institutions and agencies with each mixing its unique contribution to the total student population. Members of the Wisconsin Association of Student Financial Aid Administrators recognize the need for the use of constructive and ethical practices in the performance of their respective roles. In view of these facts, and in order to more fully perform our function as a responsible and active segment of post-secondary education in Wisconsin, we hereby subscribe to the following Articles of Association.

### Article I - NAME

The name of this organization shall be the Wisconsin Association of Student Financial Aid Administrators, herein designated as the Association.

### Article II - PURPOSES

The purposes of the Association shall be as follows:

- A. To improve the quality of financial aid programs, with foremost concern being given to the needs of all students.
- B. To furnish a forum for the exchange of information and ideas among professional persons engaged in financial aid administration.
- C. To promote among post-secondary educational administrators, at all levels, a better understanding of the significance and impact of student financial aid upon the overall operation of post-secondary educational institutions.
- D. To relate to, coordinate with, and provide avenues of communication and education with secondary schools and regional, national, and other state agencies and organizations concerned with financial aid programs and their administration.
- E. To provide for secondary and post-secondary inter-institutional cooperation on financial aid matters in behalf of students.
- F. To foster and promote the highest ethical and professional standards for the financial aid profession.
- G. To encourage and provide an opportunity for the professional development, growth, and training of members of the Wisconsin financial community.

### Article III - MEMBERSHIP

A. Types of Membership: There shall be two categories of individual membership as follows:

1. Regular Membership: Regular Membership shall be limited to persons who are, on a daily basis, actively engaged in the administration of student financial aid in (1) Wisconsin post-secondary institutions or (2) any Wisconsin State agency that is legally charged with responsibility for any phase of student aid programs including WEOP/DPI educational counselors. Each Regular Member shall be entitled to vote as a member of the Association, to hold office in the Association, and shall be urged to attend all meetings of the Association, and all other conventions and meetings pertinent to student financial aid.
2. Associate Membership: Associate membership is available to individuals representing agencies and organizations concerned with or engaged in the general support and/or administration of student financial aid. This category includes, but is not necessarily limited to, members of representatives of participating lenders under the Stafford Loan Program; financial aid service organizations; the Board of Regents and administrators of the University of Wisconsin System; and the State Board of Vocational, Technical, and Adult Education and its administrators. Associate members are invited to attend all meetings of the Association, with full floor privileges, but may neither vote, hold office, or chair standing committees of the Association.

B. Determination of Membership: the WASFAA Secretary/Chair of the Membership Committee shall have the responsibility for determining the type of membership an individual holds. Appeals will be brought before the Executive Committee whose decision will be final. The WASFAA Membership Directory shall indicate each individual's membership designation.

### Article IV - MEETINGS

- A. There shall be no less than two meetings of the Association each fiscal year (July 1 through June 30), one of which will be designated the Annual Meeting, with additional meetings to be called at the discretion of the Executive Committee, hereinafter described.
- B. The Annual Meeting shall be held in the spring but no later than June 30 of each year.

- C. Thirty days notice shall be afforded the membership prior to the date of any meeting.

#### Article V - OFFICERS OF THE ASSOCIATION AND TERMS OF OFFICE

##### A. Officers

1. There shall be four officers; a President, President-Elect, Secretary, and Treasurer; elected from among the active Regular Membership by plurality vote of the members except that the President-Elect shall automatically succeed the President at the conclusion of the annual meeting.

##### B. Terms of Office

1. The President and President-Elect shall serve for a period of one calendar year immediately following election at the conclusion of the Annual Meeting through the conclusion of the following Annual Meeting.
2. The Secretary and Treasurer shall each serve a two-year term beginning on July 1 following the annual meeting at which elected. The Secretary shall be elected in EVEN numbered years and the Treasurer shall be elected in ODD numbered years. The Secretary and the Treasurer shall not succeed themselves.

#### Article VI - ELECTION OF OFFICERS AND AT-LARGE MEMBERS OF EXECUTIVE COMMITTEE AND THE FILLING OF VACANCIES

##### A. Elections

1. The Executive Committee, shall appoint a Nominations Committee; which shall be charged with presenting nominations of candidates for officer positions for consideration by the Membership. The Report of the Nominations Committee shall include no less than two nominees each for the Officer positions.
2. In addition, the Nominations Committee shall nominate no less than six nominees for four At-Large positions on the Executive Committee for consideration by the Membership. The term of the four At-Large members shall be two years, with two members to be elected each year.
3. The general election shall be held by mail ballot. This ballot will allow for write-in candidates. The results of such election shall be announced during the annual meeting.

##### B. Vacancies in Office

1. A vacancy created by the death or resignation of the President shall be filled by the President-Elect. A President-Elect succeeding to the Office of President through such a vacancy shall serve the full one-year term as President in addition to serving the unexpired term of the deceased or resigned President.

- C. The Secretary shall be custodian of all records of the Association. The Secretary shall keep and promulgate the Minutes of all meetings of the Association and of the Executive Committee and all Standing Rules and shall accomplish all official correspondence of the Association. The Secretary shall also serve as Chairperson of the Membership Committee.

- D. The Treasurer shall be custodian of all financial reports of the Association. The Treasurer shall collect dues, maintain adequate records of receipts and disbursements, present financial reports to the membership at each meeting and a duly audited Annual Report at the conclusion of the fiscal year. Additionally, the Treasurer shall serve as Chairperson of the Finance Committee.

#### Article VIII - STANDING COMMITTEES

The Association shall have the following Standing Committees which shall perform the functions hereinafter described and any other functions which may, from time to time, be prescribed by the Association and/or the Executive Committee.

##### A. Executive Committee

1. There shall be eight members of the Executive Committee. They are the Officers and four Members-at-Large.
2. The past President of the Association and the Editor of the Association Newsletter shall be ex-officio members of the Executive (without vote).
3. The Executive Committee shall be responsible for conducting the business of the Association between meetings but may not rescind or modify any official action taken by the membership.
4. The Executive Committee shall schedule and arrange for the conduct of all meetings of the Association and shall prepare and promulgate the agendas for said meetings.
5. The Executive Committee may invite such individuals or groups as it desires to have represented to itself in an advisory capacity, but without voting privileges.
6. The Executive Committee shall be responsible for initiating and/or receiving from members, drafting, and disseminating to the Membership for approval, all official Resolutions of the Association. The Executive Committee will disseminate all drafts of Resolutions 15 days, if possible, prior to the meeting at which such Resolutions are to be considered.
7. The Executive Committee shall determine the composition and appoint members to all other Standing Committees and additionally create such suitable ad-hoc committees as is deemed necessary to address specific problems or issues as they arise and shall appoint members

to those committees. Such specific issues may include but are not necessarily limited to Need Analysis, Budgets, Special Problems of the Disadvantaged, Packaging, and Processing.

B. Nominations Committee

As heretofore described in VI, A, 1-3 the Nominations Committee is charged with presenting to the membership nominations of candidates for both Officer and At-Large Member positions.

C. Awards Committee

The Awards Committee shall select members for suitable recognition for outstanding service to both the Association and the Financial Aid Community at large; such Awards to be bestowed at the Annual Meeting.

D. Finance Committee

Under the Chair of the Treasurer, the Finance Committee shall deal with all matters concerning recommendations to the Executive Committee of the dues structure and the reimbursement policy for any necessary expenses incurred by Association Membership on official Association business.

E. Professional Development Committee

Under the Chair of the President-Elect, the Professional Development Committee shall be responsible for planning, conducting, and supervising those professional advancement and training activities such as workshops, programs, and seminars, which contribute to the status, competency and image of the membership and for the development of any Association certification policy as may be desired by the Membership.

F. Research Committee

The Research Committee shall be charged with providing a vehicle for research activity by both identifying on its own initiative, and/or receiving from the membership, topics for research of importance to the Association.

G. Federal/State Legislation and Regulations Committee

Federal/State Legislation and Regulations Committee shall be responsible for keeping the Membership abreast of all Federal and State legislation and regulations germane to financial aid, from inception through passage or finalization, and for the interpretation of such to the Membership.

H. Membership Committee

Under the Chair of the Secretary of the Association, the membership Committee shall deal with all matters concerning the recruitment and retention of members.

Article IX - DUES

A. Annual dues shall be decided by the Executive Committee.

B. The payment of dues is required for membership in good standing.

Article X - PROCEDURES

A. A quorum is required for the conduct of all official business during meetings of the Association, and shall consist of one-third the number of regular members in good standing. The conference registrations of regular members shall constitute the official roll call for quorum purposes.

B. A majority of the members of the Executive Committee shall constitute a quorum for its meetings.

C. Robert's Rule of Order, Revised (Henry Martin Robert) shall govern all proceedings during meetings of the Association, except when superseded by these Articles. In line with this provision, the President shall appoint a Parliamentarian who will become familiar with Robert's Rules, must be present at all meetings of the Association, and will rule upon all procedural questions. Such rulings will be regarded as final.

D. The President shall appoint an Association Archivist/Historian who, in cooperation with the Secretary, shall develop and maintain a history of the Association.

Article XI - STANDING RULES

A. Standing Rules may be adopted or amended by the Association or the Executive Committee by a majority of those voting at any official meeting of either body, providing a quorum is present.

B. A record of any such Standing Rules adopted shall be kept by the Secretary and shall be made available upon request to any member of the Association.

Article XII - AMENDMENTS

Amendments to these Articles may be initiated by any two active Regular Members in good standing. Said Amendments must be presented, in writing, to the Secretary in order that they may be distributed to the Membership no less than fifteen days prior to the date of the Annual Meeting. A two-thirds majority of the active Regular Members present and voting shall be required for the adoption of Amendments to the Articles. Unless otherwise specified, Amendments become effective immediately following adoption.

Form 14  
(1990)

REEL 2817 IMAGE 1181

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

REGISTER'S OFFICE } SS  
MILWAUKEE COUNTY, WI }  
RECORDED

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1176  
REEL 2817 IMAGE 1181  
Walter... OF DEEDS

TO: REGISTER OF DEEDS

6633780

Attached please find a duplicate of a document filed in my office on the date endorsed therein. It is furnished in compliance with sec. 180.86(2)(b), 181.67(2)(b), 185.82(2)(b) or other section of the Wisconsin Statutes specifying the recording of the document in your office.

6633780

RECORD 20.0



*Douglas La Follette*

DOUGLAS La FOLLETTE  
Secretary of State

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**NON-STOCK ARTICLES OF INCORPORATION**

Executed by the undersigned for the purpose of forming a Wisconsin Corporation under chapter 181 of the Wisconsin Statutes WITHOUT STOCK AND NOT FOR PROFIT.

**ARTICLE I:**

The name of the Corporation is Wisconsin Association of Student Financial Aid Administrators, Inc.

**ARTICLE II:**

The period of existence shall be perpetual.

**ARTICLE III:**

The purpose shall be to operate exclusively for charitable, scientific, literary or educational purposes within the meaning section 501(c)(3) of the Internal Revenue Code. The Corporation is organized to improve the quality of financial aid programs, with foremost concern always being given to the needs of the students;

To furnish a forum for the exchange of information and ideas among professional persons engaged in Financial Aid administration;

To promote among post-secondary educational administrators, at all levels, a better understanding of the significance and impact of student financial aid upon the overall operation of post-secondary educational institutions;

RECORDED  
BY 2/15/77



To relate to, coordinate with, and provide avenues of communication and education with secondary schools and regional, national, and other state agencies and organizations concerned with Financial Aid programs and their administration;

To provide for secondary and post-secondary inter-institutional cooperation on financial aid matters in behalf of students;

To foster and promote the highest ethical and professional standards for the Financial Aid profession; and,

To encourage and provide an opportunity for the professional development, growth, and training of members of the Wisconsin Financial Aid Community.

#### ARTICLE IV:

Notwithstanding any other provisions of these articles, the Corporation shall not carry on other activities not permitted to be carried on (1) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

**ARTICLE V:**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions of the payment of all the Corporation's liabilities, dispose of all the Corporation's assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine or to such organization or organizations organized and operated exclusively for charitable, educational 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, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

**ARTICLE VI:**

The principal office is located in Milwaukee County, Wisconsin. The address of such principal office is 8701 Watertown Plank Rd., Milwaukee, Wisconsin, 53226.

**ARTICLE VII:**

The name of the initial registered agent is Terry Smith.

**ARTICLE VIII:**

The address of the initial registered agent is 23 Davee Library, Cascade Avenue, River Falls, Wisconsin, 54022.

**ARTICLE IX:**

These articles may be amended in the manner authorized by law at the time of the amendment.

**ARTICLE X:**

The number of directors shall be fixed by-law but shall be not less than three.

**ARTICLE XI:**

There shall be one class of members who shall be voting members. Other membership provisions will be sent forth by by-law.

**ARTICLE XII:**

The initial Board of Directors are:

Address:

Mary E. Roggeman  
President

Director, Financial Aid  
UW-Milwaukee  
P.O. Box 469  
Milwaukee, WI 53201

Al Stadthaus  
President-Elect

Director, Financial Aid  
UW-La Crosse  
1725 State Street  
La Crosse, WI 54601

Ruth K. Golberg  
Treasurer

Director, Financial Aid  
Medical College of Wisconsin  
8701 Watertown Plank Rd.  
Milwaukee, WI 53226

Susan E. Fischer  
Secretary

Financial Aid Office  
UW-Madison  
432 N. Murray Street  
Madison, WI 53706-1496



University of Wisconsin

put on sec. w/c

Sustan

## RIVER FALLS

Office of Financial Assistance  
715/425-3141/3271

River Falls, WI 54022

December 3, 1992

TO: Mary Roggeman  
FROM: Terry Smith *TMS*  
RE: WASFAA Incorporation Update

The first phase of incorporation and obtaining nonprofit status for WASFAA has been completed. (Please see attachments).

Now that WASFAA has been officially recognized as nonstock corporation in the State of Wisconsin, the next step is to secure nonprofit status.

I will be contacting a CPA firm in River Falls for assistance and will ask that Ruth Goldberg be closely involved in this phase. My plan is to begin working with Ruth and the CPA firm in January to identify information that will be required, time-frame, etc.

I can almost see daylight!