

BY-LAWS
OF
THE HIGHER EDUCATION LOAN COALITION

ARTICLE I: NAME AND OFFICES

Section 1.1 -- NAME -- The name of this corporation shall be the Higher Education Loan Coalition (hereinafter referred to as the "Coalition").

Section 1.2 -- OFFICES -- The Coalition may have offices and places of business as shall be determined by the Board of Directors, hereinafter referred to as the Board.

ARTICLE II: MISSION

Section 2.1 The mission of the Higher Education Loan Coalition is to support students and their families who must borrow to achieve higher education goals. The goals are to a) advocate high standards in the delivery and servicing of direct student loans by all participants in the process; b) provide liaison to the US Department of Education on behalf of schools to facilitate the efficient delivery of loans; c) provide an effective communication network among schools participating in Direct Lending for information sharing that improves program administration; d) educate public officials, the financial aid community, professional associations, the media and the general public on student lending, and e) promote financial aid policies that support higher education access, minimize the use of student borrowing and improve loan terms for those who borrow .

ARTICLE III: MEMBERSHIP

Section 3.1 -- The Coalition shall have members. The Board of Directors may in its discretion, by resolution, establish the terms and conditions of such membership, to include membership classes, voting rights, and any dues that members may be required to pay.

I. Membership Eligibility

- A. Membership shall be available primarily to Direct Loan institutions but other parties supportive of the Coalition's purpose may also be approved for membership.
- B. The Board of Directors shall make the final decision on all non-institution memberships.

II. Types of Membership

- A. Voting Members: Direct Loan institutions or others current in payment of annual dues shall be deemed voting members of the Coalition. Each dues paying member shall have one vote.
- B. Non-voting Members: Direct Loan institutions who are represented by the Coalition but do not pay dues are considered non-voting members of the Coalition.
- C. Honorary or Emeritus Member: Any person or group who has made a notable contribution to the field of student financial aid, the Coalition, or the Direct Loan Program may be granted this status by the Board of Directors. Honorary or emeritus members are non-voting members.

III. Dues

- A. The amount of annual dues for membership as a voting member of the Coalition shall be determined by the Board of Directors.
- B. The membership year shall be from July 1 through June 30.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 -- NUMBER -- The number of directors which shall constitute the whole Board of Directors shall be not less than three nor more than twenty as the Board shall from time to time determine by majority vote. The election of a director other than to fill a vacancy shall be deemed to be a vote by the Board to increase the authorized number of directors accordingly and will automatically be a vote to change these bylaws to reflect that increase.

Section 4.2 -- SELECTION AND TERM -- A nominating committee comprised of the Past Chair, at least one current Director and a representative from a dues paying member institution will solicit candidates to present to the Board of Directors for consideration to serve on the Board of Directors. Candidates for the Board must be representatives of a voting member institution. The Past Chair will convene and chair the Nominating Committee. The Nominating Committee shall present a ballot to the Board of Directors by April 1st for approval. Directors shall be elected by the voting members not later than May 1 of each year. The ballot shall make provision for write-in candidates. Directors shall serve on the Board of Directors for a term of three years and may serve for additional terms if re-elected.

Officers shall be elected by majority of the Board of Directors from its membership. The term of the office for elected officers and Board of Directors members shall begin July 1 following election.

The Chair, Chair Elect and Treasurer are elected for two years, and shall be eligible for successive terms. The term of membership on the Board of Directors for elected officers shall be extended, if necessary, to coincide with the term of the elected office. If any officer shall die or resign during her/his term, the Board of Directors may elect a person for the remainder of that term or until the next scheduled Board of Directors election.

Section 4.3 -- POWERS -- The affairs of the Coalition shall be managed by the Board of Directors.

Section 4.4 -- RULES -- The Board may adopt such rules and regulations for the conduct of its meetings, the exercise of its power and the management of the affairs of the Coalition as it may deem proper, not inconsistent with the laws of the District of Columbia, or Articles of Incorporation, or these by-laws.

Section 4.5 -- QUORUM -- A majority of the number of directors in office shall constitute a quorum for the transaction of business. Meeting participation by conference call or video conference is acceptable. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Laws of the District of Columbia, or by the Articles of Incorporation or by these by-laws.

Section 4.6 -- MEETINGS -- An annual meeting of the Board shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers. Meetings of the Board may be held either within or without the District of Columbia. Regular meetings of the Board may be held without notice to the membership at such places and times as shall be determined from time to time by resolution of the Board. Special meetings of the Board may be called by the Chair or by the Secretary on the written request of any two directors on at least two days' notice to each director and shall be held at such place or places as may be determined by the Board, or as stated in the call of the meeting. Directors may participate in a meeting of the Board or a Board committee through use of a conference telephone, video conference, or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 4.7 -- RESIGNATIONS -- Any director or officer may resign at any time. Such resignations shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair of the Coalition or Secretary. Formal acceptance of a resignation shall not be necessary to make it effective.

Section 4.8 -- VACANCIES -- An elected or appointed member of the Board of Directors who no longer meets the requirements for membership in the Coalition per Article III will no longer be a member of the Board of Directors. In addition, an elected or appointed director or officer may be removed from office by a majority vote of the Board of Directors for inappropriate conduct including but not limited to theft, embezzlement, misconduct, conflict of interest or misuses of office. The Board of Directors may appoint replacements to serve the balance of vacated terms.

Section 4.9 -- EXECUTIVE COMMITTEE -- The Chair, Past Chair, Chair Elect, Secretary, and Treasurer of the Coalition shall constitute an executive committee, which executive committee, to the extent provided in said

resolution or resolutions or in these by-laws, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Coalition. Such committee shall keep regular minutes of its proceedings and report the same to the Board when requested and not later than the next meeting of the Board of Directors.

Section 5.0 -- COMPENSATION -- Directors and officers shall not receive any salary for their services as directors or as members of committees. Nothing herein contained shall be construed to preclude any director from being reimbursed for authorized expenses incurred on behalf of the Coalition.

ARTICLE V: OFFICERS

Section 5.1 -- OFFICERS -- The officers of the Coalition shall consist of a President, Chair also serving as President, Past Chair, Chair Elect, a Secretary, and a Treasurer, and such other officers as the Board of Directors may determine. The Chair, Chair Elect and Treasurer shall be elected for a term of two (2) years and the Secretary shall be elected for a term of one (1) year until their successors are elected and duly qualified or until their earlier resignation, removal from office or death. Election will occur at the annual meeting. Any two or more offices may be held by one person, except the offices of Chair and Secretary. All vacancies occurring between annual elections among any of the officers shall be filled by election of the directors. Officers must be representatives of voting member institutions.

Section 5.2 -- PAST CHAIR -- The Past Chair will be filled by the Chair once the Chair's term of office is completed, and the Past Chair shall serve in an advisory capacity to the Chair.

Section 5.3 -- CHAIR Elect -- The Chair Elect shall serve as the Chair in the Chair's absence and shall assume the office of Chair when the Chair's term of office is completed.

Section 5.4 -- CHAIR -- The Chair of the Coalition shall be the chief executive officer of the Coalition and all powers ordinarily exercised by and vested in the office of President of a corporation. He/she shall preside at all meetings of the members if present thereat, and at all meetings of the Board. Except as the Board shall authorize the execution thereof in some other manner, the Chair shall sign and execute bonds, mortgages, deeds and other contracts and instruments in the name of the Coalition.

Section 5.5 -- TREASURER -- The Treasurer shall have custody of all funds, securities and evidence of indebtedness of the Coalition; shall serve a term of two years, shall receive and give receipts and acquaintances for moneys paid in on account of the Coalition, and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Coalition, of whatever nature upon maturity; shall enter regularly in books to be kept by him/her for that purpose, full and accurate accounts of all moneys received and paid out by him/her on account of the Coalition, and shall perform all other duties incident to the office of Treasurer and as may be prescribed by the directors. The Treasurer shall propose to the Board of Directors the recommended dues for the coming year.

Section 5.6 -- SECRETARY -- The Secretary shall record, distribute, and maintain the minutes of all proceedings of the directors and of the members; shall attend to the giving and service of all notices to the members and directors or other notice required by law or by these by-laws; shall affix the seal of the Coalition to deeds, contracts and other instruments in writing requiring a seal, when duly signed or when so ordered by the Board; shall have charge of the membership rolls and such other books and papers as the Board may direct, and shall perform all other duties incident to the office of Secretary.

ARTICLE VI: EMPLOYEES

Provided necessary funds are available, the Corporation may employ personnel whose titles, duties, and remuneration shall be determined by the Board of Directors. Necessary expenses of any such employees may be paid from the funds of the Corporation under the policies of the Board of Directors established for such payments.

ARTICLE VII: MISCELLANEOUS

Section 7.1-- SEAL -- The Board may provide a suitable corporate seal, which shall be in the charge of the Secretary and shall be used as authorized by these by-laws. Said seal shall have inscribed thereon the name of the Coalition, the year of incorporation and the words "District of Columbia Corporate Seal."

Section 7.2-- FISCAL YEAR -- The fiscal year of the Coalition shall be from July 1 to June 30 of each year.

Section 7.3-- DEPOSITORIES, CHECKS, ETC. -- The Funds of the Coalition shall be deposited in such bank or trust company as shall be determined from time to time by the Board, and checks, notes, and drafts, bills of exchange and orders for the payment of money shall be signed or endorsed in such manner and by such officer or officers, agent or agents of the Coalition as shall be determined by the Board.

Section 7.4-- NOTICE AND WAIVER OF NOTICE -- Whenever any notice is required to be given under these by-laws, a waiver thereof in writing signed by the person(s) before or after the meetings, shall be deemed equivalent to the giving of such notice.

Section 7.5-- Whenever any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office or post box in a sealed post-paid wrapper, addressed to such member, officer or director at the last know post office address thereof according to the books of the Coalition; such notice shall be deemed to have been given on the day of such deposit.

Section 7.6 -- CONFLICT OF INTEREST -- Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that: a) The interest of such officer or director is fully disclosed to the board of director; b) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon; c) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization; d) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value; and e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. Officers and Directors may not represent the Coalition when a conflict of interest exists.

Section 7.7 -- INDEMNIFICATION -- Every member of the Board of Directors, officer, or employee of the Coalition may be indemnified by the Coalition against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for gross negligence or willful misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

Section 7.8 -- AMENDMENTS -- The articles of incorporation and these by-laws may be altered, amended or repealed and new articles or by-laws may be adopted by a two-thirds vote of the directors at any regular or special meeting, called for that purpose at which a quorum is present, provided that no such action shall be taken if it would in any way adversely affect the Coalition's qualification under Section 501 (c) (3) of Internal Revenue Code of 1986.

ADOPTED ON: May 31, 2024
Date



Melissa J. Kunes, Chair
Higher Education Loan Coalition