



# American Adoption Congress

## **BY-LAWS**

for the regulation, except as otherwise provided  
by statute or its Articles of Incorporation  
of the  
**AMERICAN ADOPTION CONGRESS**

Revised January 2007

Supersede By-Laws of April 2003, April 2001, May 1999, June 1997, March 1997,  
April 1996, September 1995, December 1994, March 1994 and July 2005.

### **ARTICLE I: NAME**

The name of the Corporation shall be the American Adoption Congress or AAC.

### **ARTICLE II. PURPOSE**

The purpose of the Corporation shall be stated in the Articles of Incorporation.

### **ARTICLE III. HEADQUARTERS**

Section 1. National Address: The Corporation shall maintain a mailing address located in the United States to receive, collect and distribute mail to and from its officers, committees, members and the general public.

Section 2. Branch Offices: The Corporation may maintain branch offices to conduct business as necessary in other states where it is qualified to do business, as its business may require, and the Board of Directors may from time to time designate.

Section 3. Corporate Office: The Corporation shall maintain an office with the Registered Agent of the Corporation located in the State of Missouri in accordance with the Articles of Incorporation.

### **ARTICLE IV. MEMBERSHIP**

Section 1. Openness: Membership shall be open to any individual or organization that makes application and pays membership dues.

Section 2. Dues: Dues shall be set and periodically reviewed by the Board of Directors.

Section 3. Renewal: Membership shall be renewed on an annual basis for those who indicate their interest in payment of each year's dues.

Section 4. Payment Destination: Dues monies shall be sent directly to the AAC at the national mailing address.

Section 5. Duties of Members: Members of the AAC are obligated to pay all dues.

Section 6. Rights: A member in good standing, dues paid to date, is eligible to hold office and vote.

Section 7. Proxies: No proxy votes will be accepted.

**Section 8. Affiliates:** One individual per each affiliated organization or agency shall have one vote in the same manner as an individual member.

**Section 9. Subscriptions:** All categories of membership shall include a subscription to all official publications of the AAC and regional publications for the region wherein the member resides.

**Section 10. Removal:** Any member may be removed from the membership of the AAC by a two-thirds vote of a quorum of the full Board of Directors present at a regular meeting. Written notice of at least ten (10) days prior to the meeting at which the question is to be voted must be given, and votes shall be by written ballot.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Authority:** The governing authority of the Corporation shall be the Board of Directors of the AAC.

**Section 2. Powers:** The affairs of the Corporation, including the acquisition and disposition of property, income and other assets, shall be managed by the Board of Directors, and the Board shall have and is vested with unlimited powers and authority except as may be expressly limited by law, the Articles of Incorporation or the herein By-Laws.

The Board shall have the power to exercise or delegate to the President, officers, committees or appointees, any or all of its power, privileges and franchises to seek the accomplishment of its aims and purposes. The Board shall have the power to borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

**Section 3. Duties:** The duties of the Board of Directors may include, but are not limited to, the following:

- A. The Board shall promulgate policies that effectuate the aims and purposes of the Corporation as described in the Articles of Incorporation, including the policies for the provision of monitoring services and other activities consistent with the Articles of Incorporation and the herein By-Laws;
- B. The Board shall have oversight of the budget process and approval of the annual budget;
- C. The Board shall provide for an audit of the corporate finances as necessary;
- D. All members of the Board shall undergo an annual self and peer performance evaluation.

**Section 4. Composition:** The membership of the Board of Directors should reflect the diverse Interests, populations, and geographic districts of the region served.

**Section 5: Number of Directors:** The Board shall consist of no fewer than three (3) or more than twenty-five (25) directors. At any special or regular meeting of the members or directors, the members or directors then in office may increase the number of directors, within the limits specified above, and may elect new directors to complete the number so fixed; or they may decrease the number of directors, within the limits specified above, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

**Section 6. Elections:**

A. Except as stated in this section or in Sections 5 and 10 (concerning the filling of vacancies), all members of the Board will be elected by the members in good standing from persons nominated by the Nominating Committee in its considered judgment, according to policies and procedures approved by the Board. Only members residing in a region may vote for the Regional Director of that region. If there is no contest for one or more Board positions, the candidates for such positions may be elected by acclamation, without balloting.

B. The Board may elect a director to fill a vacancy pursuant to Sections 5 and 10, or to fill a committee chair at the request of the President or the office of Treasurer.

**Section 7. Term of Office:**

A. If elected by the Members: The term of a Board member elected by the members shall be for three years, the term to begin immediately upon announcement of election at the annual national conference or Board meeting, whichever is earlier.

B. If elected by the Board: A director elected by the Board, except an International Director, shall stand for election by the members at the earliest election by members for which the Nominating Committee can consider the director's candidacy. The director's term of office pursuant to election by the Board shall end at the earlier of (i) the annual Board meeting following such election by the members (pursuant to the preceding sentence) or (ii) if the director was elected to fill a committee chair or an office, when the director ceases to serve as such committee chair or officer. International Directors shall serve until resignation or until termination or replacement by the Board.

**Section 8. Compensation:** Members of the Board of Directors shall serve without compensation and may not otherwise be employees or contractors of the corporation.

**Section 9. Non-Liability:** The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

**Section 10. Vacancy on the Board of Directors:** A vacancy or vacancies in the Board shall be deemed to exist in case of death, resignation, or removal of any director or if the authorized number of directors is increased. Any vacancy in the Board, except a vacancy resulting from enlargement which must be filled in accordance with Section 5, may be filled by the Board. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

**Section 11. Resignation:** A director may resign by delivering his written resignation to the President, Treasurer or clerk (Secretary) of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**Section 12. Removal:** A director elected by the members may be removed from office (a) with or without cause by a majority of the members in good standing, or (b) with cause by a two-thirds vote of the directors then in office. A director elected by the Board may be removed, with or without cause, by the Board. A director may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove the director.

**Section 13. Regular Meetings:** At least one regular meeting of the Board of Directors shall be held annually.

**Section 14. Written Notice:** Written notice of twenty (20) days prior to all Board meetings shall be required, except that if the meeting is held by telephone conference call, notice shall be given by mail at least seven (7) days in advance or by facsimile or email at least two (2) business days in advance, stating the date, time, and purpose of the meeting.

**Section 15. Attendance:** Board members shall normally be required to attend at least one meeting of the Board each year.

**Section 16. Quorum:** At any meeting of the Board of Directors, one half of the Board members shall constitute a quorum for the conduct of business.

**Section 17. Telephone Conference Call Meetings:** Action taken by the Board at a meeting arranged by telephone conference call shall be valid only if all members of the quorum can hear and be heard by all other members.

**Section 18. Action Taken by Unanimous Written Consent without a Meeting:** Any action required or permitted to be taken by the Board of Directors of any provision of law may be taken by a written ballot. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such written consent of a simple majority shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and the By-Laws of this Corporation authorize the directors to so act, and such statements shall be prima facie evidence of such authority.

**Section 19. Minutes:** The minutes of all Board meetings shall be recorded and the minutes, or a summary of the minutes, shall be made available for distribution by the Secretary of the Corporation to all members of the AAC upon written request.

**Section 20. Open Meetings:** All Board meetings shall be open to any member in good standing as an observer. The President may call the meeting into Executive Session and the meeting shall be closed.

**Section 21. Voting:** Each member of the Board of Directors shall have one vote with the exception of the President who shall only cast a vote to break a tie. All votes must be recorded but may be conducted orally or by a show of hands or by secret written ballot if requested by a majority of the quorum present. Board members must be present at meetings to vote.

**Section 22. Review and Approval of Contracts:** No member of the Board shall sign a contract that obligates AAC in excess of \$5,000 without (1) review by legal counsel and (2) presentation to and approval by the Board of Directors. If anyone signs such an agreement without such review and approval, he or she shall reimburse AAC for any loss or expense that results.

## **ARTICLE VI. OFFICERS**

**Section 1. Officers:** The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer.

**Section 2. Election of Officers:** Election of officers shall be held at the national conference under the guidelines set and periodically reviewed by the Board of Directors.

**Section 3. Term of Office:** Officers will be elected annually for one year terms. The four officers must be Board members and must have served on the Board for one year before they are eligible to hold office. Officers may be re-elected and can serve as an officer for the length of their term(s) on the Board.

**Section 4. Vacancies:** The Board of Directors shall have the power to fill a vacancy in an unexpired term of an officer from the Board, unless otherwise provided for by the Board of Directors.

**Section 5. President:** The President shall be elected from the Board of Directors and shall preside over all meetings of the Board and all general affairs of the Corporation, and shall ensure that all order, resolutions, and policies of the Board are carried into effect. The President shall have the power to appoint the chairpersons of the various Board committees of the AAC and shall serve as an ex-officio member of each committee. The President shall have the usual powers and duties customarily vested in the office of the President of the Board of Directors and shall perform other duties as may be delegated by the Board.

**Section 6. Vice President:** The Vice President shall be elected from the Board of Directors and shall assist the President. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have the power and be subject to the restriction upon the President. The Vice President shall also perform other duties as may be delegated by the Board.

**Section 7. Secretary:** The Secretary shall be elected from the Board of Directors, shall attend all meetings of the Board of Directors, and shall preserve in books of the Corporation true minutes of the proceedings of such meetings. The Secretary shall give all notices required by statute, law or resolution, and shall perform such other duties as may be delegated by the Board.

**Section 8. Treasurer:** The Treasurer shall be elected from the Board of Directors and shall be responsible to the Board of Directors for overseeing the finances of the Corporation and the performance of related duties as may be delegated by the Board.

**Section 9. Evaluation:** Officers shall undergo an annual self and peer evaluation.

**Section 10. Removal and Resignation:** Any officer may be removed by a two-thirds vote of the directors then in office, either with or without cause, at any time or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

**Section 1. Executive Committee:** The Board shall create an Executive Committee consisting of the four (4) officers and members of the Board of Directors as deemed necessary by the Board. This Committee shall have and may exercise the power of the Board of Directors when the Board is not in session, reporting their actions within fourteen (14) days to the Board of Directors. The Executive Committee shall also have the responsibility for bringing recommendations on policy, procedure, and programs before the Board for their consideration and vote. The Executive Committee is subject to the orders of the Board of Directors and membership, and none of its acts shall conflict with the action taken by the Board of Directors or membership. Meetings of the Executive Committee shall be held at such time and place as it considers necessary or by the direction of the Board of Directors.

**Section 2. Governance of Executive Committee:** Any such Executive Committee must be created, and the members of it appointed, by resolution adopted by a majority of the directors then in office, provided a quorum is present. The Board may appoint in the same manner alternate members of the Executive Committee who may replace any absent member at any meeting of the Executive Committee. The Board shall have the power to prescribe the manner in which proceedings of any such Executive Committee shall be conducted.

**Section 3. Meetings:** Unless the Board or Executive Committee shall otherwise provide, the regular and special meetings and other actions of any such Executive Committee shall be governed by the provisions of this Article to meetings and actions of the Board. Minutes shall be kept of each meeting of the Executive Committee.

**Section 4. Quorums:** A quorum of the Executive Committee for the purpose of conducting business shall be two-thirds of the Executive Committee.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Committees:** The number of Board of Director committees shall be no fewer than ten (10) and no more than twelve (12).

**Section 2. Formation:** The President shall appoint the chairs of the Board committees.

**Section 3. Duties and Responsibilities:** Board committee chairs shall have, and are vested with, the power and authority of the Board to carry out its delegated functions. Each committee shall develop policies and procedures for the conduct of its function.

**Section 4. Composition:** Committee chairs must be members of the Board of Directors. Committee members need only be members of the AAC. Board members are not excluded from membership on a committee they do not chair. Committee members shall be ratified by the full Board of Directors and serve at the pleasure of the committee chair who appoints them.

## **ARTICLE IX. APPOINTEES AND STAFF**

**Section 1. Appointees:** The President shall have the power to designate and appoint members of the AAC to serve in the following capacities: Parliamentarian, Historian, General Counsel and other appointees as may be necessary to carry out the function of the office.

**Section 2. Staff:** Contractual agreements with paid staff support personnel shall be by contract which stipulates duties and compensation, such contracts to be executed by the officers of the Corporation.

## **ARTICLE X. REGIONS**

**Section 1. Designation:** A Region is a geographic area within the United States, established by the Board of Directors.

**Section 2. Regional Directors:** Regional Directors shall be elected by the members in good standing residing within their Regions. Regional Directors shall promote the aims and objectives of the AAC within their Regions and shall have such other duties and responsibilities as are specified by the Board. Regional Directors shall have the power, upon consultation with the Legislative Director, to appoint, or cause to be chosen, state representatives and other regional officers within their region, all of whom, unless they are elected to office, shall serve at the pleasure of the Regional Director who appoints them. Appointments made by Regional Directors must be ratified by the Board of Directors. Regional Directors report to the President and supervise the state representatives and other regional officers within their Region.

**Section 3. International Directors:** International Directors shall represent individual countries or geographic areas outside the United States designated by the Board of Directors. They shall advise the Board of Directors concerning their countries or areas, and shall promote the aims and objectives of the AAC within their countries or area. They shall be elected by the Board of Directors.

## ARTICLE XI. NATIONAL CONFERENCE

**Annual Meeting:** The National Conference of the American Adoption Congress shall be held annually.

## ARTICLE XII. FISCAL YEAR

The fiscal year of the AAC and all of its regions shall be the first day of January through the 31<sup>st</sup> day of December.

## ARTICLE XIII. AUTHORITY

The parliamentary authority of the Board of Directors, the conduct of the National Conference, the Executive Committee, and the conduct of elections shall be *ROBERT'S RULES OF ORDER, revised*.

## ARTICLE XIV. CLAIMS AND LIABILITIES

**Section 1:** No member of this Corporation or their heirs, by reason or membership herein, shall have any property right or claim to any of the assets or monies whatsoever of this Corporation, and no claim shall be made by any member on behalf of relation thereto in the event of a member's withdrawal, expulsion or death.

**Section 2:** The Corporation shall not assume any obligations nor shall it be responsible or liable for any actions of any members by reason of granting membership in the organization.

**Section 3. Illegal Activity:** Prior to their nomination, candidates for the Board of Directors shall be required to sign a pledge that, if elected, they will in no way engage in any illegal activity while on the Board.

**Section 4. Misuse of Position:** Prior to their nomination, candidates for Board membership shall be required to sign a pledge that, if elected, they will in no way use their position for financial gain while on the Board.

## ARTICLE XV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

The dissolution of any remaining assets of the Corporation shall be as stated in the Articles of Incorporation.

## ARTICLE XVI. AMENDMENTS

**Section 1. Articles of Incorporation:** Amendments to the Articles of Incorporation shall be made by the Board of Directors if they adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote of the membership by mail ballot. The proposed amendment shall be adopted upon receiving a majority of votes by mail.

**Section 2. By-Laws:** The power to alter, amend or repeal the By-Laws or to adopt new By-Laws is hereby vested in the Board of Directors.

**ARTICLE XVII. SUPERSEDURE**

These amended By-Laws shall rescind the prior By-Laws of the Corporation.

**ARTICLE XVIII. ENACTMENT**

These amended By-Laws shall become effective upon the adoption by the Board of Directors unless otherwise specified.