

AAU

ORIGINAL  
INCORPORATION  
BYLAWS & ARTICLES

MAY 1981

MISSOURI



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

## Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of  
AMERICAN ADOPTION CONGRESS

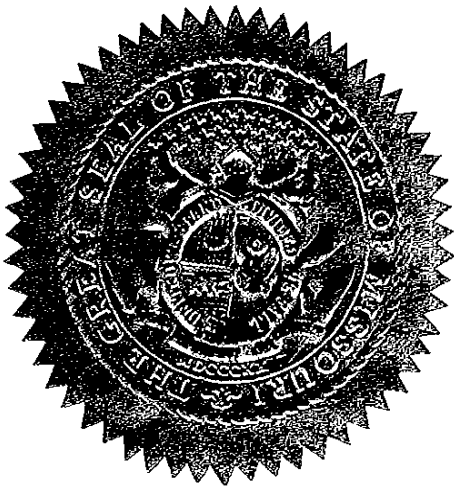
have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare  
AMERICAN ADOPTION CONGRESS

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is  
5329 N. Michigan, Kansas City, MO 64118;

and that its period of existence is Perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 3rd day of June, 19 81



*James Kirkpatrick*  
Secretary of State

RECEIVED OF: AMERICAN ADOPTION CONGRESS

Ten Dollars and no/100-----Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

*James Kirkpatrick*  
Secretary of State





State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUNE 3, 1981

No. N00026019

We, the undersigned,

(Not less than three)

Table with 6 columns: Type or Print Name, Number, Street, City, State, Zip. Rows include Sally A. File, Jean M. Paton, Emma May Vilardi, Jay C. Swearingen, Kermit B. Karns.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: American Adoption Congress
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Missouri is: 5329 N. Michigan
4. The first Board of Directors shall be 7 in number, their names and addresses being as follows:

Table with 6 columns: Type or Print Name, Number, Street, City, State, Zip. Rows include Linda Cecil, Sally A. File, Gretchen Fitzgerald, Jacqueline M. Gill, Patty O'Gorman, Holly Hill, Kermit B. Karns.

5. The purpose or purposes for which the corporation is organized are: See attached pages 1(a) and 1(b).

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUN 3 1981

Handwritten signature of James C. Kirkpatrick

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

JUN 3 1981

*James C. Swearingen*

No. 00026019

(NOTE : Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

*Sally A. File*  
*Jean M. Paton*  
*Emma M. Vilardi*  
*Jay C. Swearingen*  
*Kermit B. Karns* } Incorporators

VERIFICATION

STATE OF Missouri  
County of Jackson } ss.

I, Joanne McComas, a Notary Public, do hereby certify that on the  
30th day of May, 1981, Sally A. File, Jean M. Paton,  
Emma May Vilardi, Jay C. Swearingen, and Kermit B. Karns  
Type or Print (Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

NOTARIAL SEAL.

*Joanne McComas*  
Notary Public

My commission expires: 1-30-82

Page 1(a) of the Articles of Incorporation of a Not for Profit Corporation named American Adoption Congress, signed May 30, 1981.

5. The purpose or purposes for which the corporation is organized are:

A. To increase the education and knowledge of members of the corporation in the principles of adoption, related social-psychological phenomena and the genealogical and genetic history of human beings involved in the circle of adoption. This will be accomplished throughout the State of Missouri and the United States of America by:

1. Conducting training programs and seminars to teach (a) the methods of dealing with the social-psychological phenomena associated with family separation and reconstitution, (b) the research techniques required to discover family history, genealogical and adoptive facts, (c) methods required to systematically record and use pertinent information, and (d) the techniques of discreetly handling sensitive adoptive information.
  2. Establishment and maintenance of a genealogical-adoptological library to contain genealogical, family history and adoptological books, and sensitive records and indexes.
  3. Establishment and maintenance of a publication system to provide special education publications and to provide periodical publications to convey educational articles and news, all in family history, genealogical and adoptive related fields.
  4. Promoting access to family history and adoptive records held by public and private organizations.
  5. Instructing members of the corporation with respect to their legal rights to public records.
  6. Advocating preservation of public and private records relating to the family history, genealogy, and adoptive fields, and opposing destruction of those records in those States or local areas where a conflict of objectives exists.
  7. Sponsoring and supporting legislation beneficial to genealogical, family history, and adoptive research, and opposing legislation and regulations inimical to that same subject in those States where there is a conflict between the objectives of the State and the purposes of the Corporation.
  8. Cooperating and combining with other organizations in furtherance of objectives.
  9. Carrying on the business of the Corporation in any State of the United States as well as affiliating with independent organizations.
- B. All other legal powers permitted General Not For Profit Corporations.

Continued on page 1(b)

Page 1(b) of the Articles of Incorporation of a Not For Profit Corporation named American Adoption Congress, signed May 30, 1981.

6. This corporation is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
7. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The legislative activity enumerated under Section 5.A.6. and 5.A.7. of these articles of incorporation is not deemed to be a "substantial part of the activities of the corporation". The corporation shall not participate in or intervene in (including the distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or (c) by the corresponding provisions of any future United States Internal Revenue Laws.
8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment 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 organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

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Continued on Page 2.



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
JUNE 3, 1981
No. N00026019

We, the undersigned,

(Not less than three)

Table with 6 columns: Type or Print, Name, Number, Street, City, State, Zip. Rows include Sally A. File, Jean M. Paton, Emma May Vilardi, Jay C. Swearingen, and Kermit B. Karns.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: American Adoption Congress
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Missouri is: 5329 N. Michigan
4. The first Board of Directors shall be 7 in number, their names and addresses being as follows:

Table with 6 columns: Type or Print, Name, Number, Street, City, State, Zip. Rows include Linda Cecil, Sally A. File, Gretchen Fitzgerald, Jacqueline M. Gill, Patty O'Gorman, Holly Hill, and Kermit B. Karns.

5. The purpose or purposes for which the corporation is organized are: See attached pages 1(a) and 1(b).

Missouri No. N00026019 Filed June 3, 1981

Page 1(a) of the Articles of Incorporation of a Not for Profit Corporation named American Adoption Congress, signed May 30, 1981.

5. The purpose or purposes for which the corporation is organized are:

- A. To increase the education and knowledge of members of the corporation in the principles of adoption, related social-psychological phenomena and the genealogical and genetic history of human beings involved in the circle of adoption.
1. Conducting training programs and seminars to teach (a) the methods of dealing with the social-psychological phenomena associated with family separation and reconstitution, (b) the research techniques required to discover family history, genealogical and adoptive facts, (c) methods required to systematically record and use pertinent information, and (d) the techniques of discreetly handling sensitive adoptive information.
2. Establishment and maintenance of a genealogical-adoptological library to contain genealogical, family history and adoptological books, and sensitive records and indexes.
3. Establishment and maintenance of a publication system to provide special education publications and to provide periodical publications to convey educational articles and news, all in family history, genealogical and adoptive related fields.
4. Promoting access to family history and adoptive records held by public and private organizations.
5. Instructing members of the corporation with respect to their legal rights to public records.
6. Advocating preservation of public and private records relating to the family history, genealogy, and adoptive fields, and opposing destruction of those records in those States or local areas where a conflict of objectives exists.
7. Sponsoring and supporting legislation beneficial to genealogical, family history, and adoptive research, and opposing legislation and regulations inimical to that same subject in those States where there is a conflict between the objectives of the State and the purposes of the Corporation.
8. Cooperating and combining with other organizations in furtherance of objectives.
9. Carrying on the business of the Corporation in any State of the United States as well as affiliating with independent organizations.

B. All other legal powers permitted General Not For Profit Corporations.

Continued on page 1(b)

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

JUN 3 1981

*Joanne McComas*

No. 00026019

Missouri No. N00026019 Filed June 3, 1981

Page 1(b) of the Articles of Incorporation of a Not For Profit Corporation named American Adoption Congress, signed May 30, 1981.

- 6. This corporation is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
- 7. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and districtuions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The legislative activity enumerated under Section 5.A.6. and 5.A.7. of these articles of incorporation is not deemed to be a "substantial part of the activities of the corporation". The corporation shall not participate in or intervene in (including the distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or (c) by the corresponding provisions of any future United States Internal Revenue Laws.
- 8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment 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 organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

(NOTE: Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

*Sally A. File*  
*Jean M. Paton*  
*Emma M. Vilarde*  
*Jay C. Swearingen*  
*Kermit B. Karns*

} Incorporators

VERIFICATION

STATE OF Missouri  
 County of Jackson

I, Joanne McComas, a Notary Public, do hereby certify that on the  
30th day of May, 1981, Sally A. File, Jean M. Paton,  
Emma May Vilarde, Jay C. Swearingen, and Kermit B. Karns  
 Type or Print (Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

NOTARIAL SEAL

*Joanne McComas*  
 Notary Public

My commission expires: 1-30-82

Continued on Page 2.

## ARTICLE I. NAME AND PURPOSE

Section 1. The American Adoption Congress (AAC) was incorporated as a Non-Profit Corporation in the United States of America to conduct business throughout the United States.

Section 2. The national headquarters of the Corporation shall be in the City of Washington, District of Columbia.

Section 3. The Corporation is not organized for profit and shall have no capital stock. No part of the net earnings or revenue of the corporation shall inure to the benefit of any member of the corporation as such.

Section 4. The Corporation is deeply concerned with the problems faced by adopted persons, their birth parents, and their adoptive parents throughout our Nation. Foremost among these are the closure and restricted access to public birth and adoptive records. It is the duty of the Corporation to align itself with public agencies, private individuals, and organizations devoted to leadership in adoption reform.

Section 5. In accordance with the Articles of Incorporation, the purpose or purposes for which the Corporation is organized are for the following exclusively educational and charitable purposes:

- (a) To further by study, research, teaching and conference, the knowledge of adoptions and related social-psychological phenomena in the United States.
- (b) To collect, publish and disseminate information concerning adoption and related social-psychological phenomena in the United States and to act thereby, as a national clearing house and public information center for such information.
- (c) To develop alternative model plans for adoptions.
- (d) To exercise all the powers conferred upon corporations formed under the District of Columbia Non-Profit Corporation Act in order to accomplish the corporation's charitable and educational purposes.

Section 6. The Corporation may acquire property by grant, gift, purchase, lease, devise, or bequest; and may own, use, sell, lease, mortgage, or otherwise dispose of such property, both real and personal, as objectives and purposes of the Corporation may require, subject to such limits as may be prescribed by law.

Section 7. In the event of dissolution of this Corporation, it may convey any and all remaining assets of the Corporation to any other non-profit corporation or association having objectives substantially like, or similar to, those of this Corporation.

Section 8. The Headquarters of this Corporation shall consist of the following Committees: Membership; Legislative Affairs, Public Relations, Ethics and National Convention.

Section 9. The Field organization of this Corporation shall consist of the following: Regions, Chapters, and Affiliated adoptological organizations, plus other sub-offices and Special Interest Groups, as appropriate.

## ARTICLE II. DEFINITIONS

As used herein, the following terms shall have the meanings indicated unless the context requires otherwise:

- (a) "Member" shall mean an individual member in good standing.
- (b) "Adoptee" shall mean a child or adult who was adopted as a child.
- (c) "Birth mother" shall mean the natural mother of a child whose parental rights were terminated.
- (d) "Birth father" shall mean the natural father of a child whose parental rights were terminated or ignored.
- (e) "Adoptive parents" shall mean the man and/or woman who adopted a child.
- (f) "Adoptology" shall mean the study of the records, history, and special relationship between an adoptee, his or her natural parent's, adoptive parents, and related organizations. (adoptological - adjective. adoptologically - adverb)
- (g) "Adoptologist" shall mean a person who traces adoptions or studies adoptive relationships.
- (h) "Genealogy", "Family Records" and "Family History" shall mean the study of the records and history of the biological descent of a human being from an ancestor, including collateral, natural, and adoptive relationships.
- (i) "Organization", "Corporation", "Congress", "National", "Headquarters", and "AAC" shall mean the national office of the American Adoption Congress.
- (j) "Region" shall mean a major subdivision of the American Adoption Congress
- (k) "Affiliate Organization Member" shall mean an independent adoptological society or organization, including at least a president, secretary and treasurer, or equivalent, who has agreed to affiliate with the American Adoption Congress.
- (l) "Special Service Member". Adoptological services functioning on a no-fee basis and without membership, for humanitarian purposes.
- (m) "Board of Directors" shall mean the elected or appointed directors of the organization, including Regional Directors.
- (n) "Executive Council" shall mean the elected officers of the Organization, i.e., President, Vice-President, Secretary, and Treasurer, together with any appointive officer position which are filled, i.e., Chiefs of the following Committees: Membership, Legislative Affairs, Public Relations, Ethics, and National Convention. Also included are special national officials or functionaries, such as General Counsel, Editor for the official publication, Registrar, Historian, and the like.

## ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership shall be open to all persons or organizations who are interested in adoptology.

Section 2. Membership shall be classified as follows:

- (a) "Regular individual member". Any person who makes payment of dues.
- (b) "Sustaining individual member". Any person who elects to support the Corporation with at least twice the annual individual dues.
- (c) "Life Individual". Any person who elects to support the Corporation by a one-time dues payment of fifteen times the current annual dues.
- (d) "Regular Affiliate Organization Member". Organizations of adoptees, adoptive parents, single parents, genealogists, etc., which wish to become affiliated with the AAC may do so by paying the appropriate annual dues.
- (e) "Sustaining Affiliate Organization Member". Dues shall be twice the regular affiliate organization member dues.
- (f) "Patron Affiliate Organization Member". Dues shall be ten times the regular affiliate organization member dues.
- (g) "Special Service Organization Member". Dues shall be established by the Board.

Section 3. All classes of membership shall include a subscription to the official publication(s).

Section 4. Annual dues for regular individual, regular affiliated organization, and special service organization members will be established annually by the Board of Directors.

Section 5. Individual members in good standing may vote and hold office.

Section 6. One delegate per each affiliated or special service organization shall have one vote.

Section 7. Any person or organization who makes application for membership and tenders the dues for one year shall automatically be accepted as a member, unless excluded by the Executive Council by a two-thirds vote for reasons deemed to render the membership undesirable.

Section 8. Individual members or organizations who prove undesirable as members for justifiable cause may be expelled by a two-thirds vote of the Board of Directors, but the member shall be given reasonable opportunity to show cause why such action should not be taken.

Section 9. The Corporation, in addition to direct recruitment, shall secure members through Regions. Regions are authorized to collect the dues of the organization and forward them to National headquarters. The Region may retain for its treasury twenty percent (20%) of individual member's dues of all types and the AAC treasurer (for individual members dues of all types) will return to the appropriate Region twenty percent (20%) of dues for all members whose residence address is within that Region.

Section 10. Any member whose dues are in arrears for 3 months or more, shall, after due notice by the organization, be dropped from the rolls, and all rights and privileges granted shall cease.

Section 11. Members may vote, (a) while attending regional or national conventions, (b) by proxy at conventions, or (c) by mail ballot where a vote is conducted in that manner.

## ARTICLE III. MEMBERSHIP AND DUES (contd)

Section 12. Membership lists and all lists in the hands of the organization and Chapters, and all lists of prospective members shall be treated as confidential. Use of membership lists for any purpose other than for projects advantageous to the organization shall have the approval of the Executive Council. Any use of lists of prospective members except for the purpose of securing new members is strictly forbidden.

## ARTICLE IV. BOARD OF DIRECTORS AND THEIR DUTIES.

Section 1. There shall be a Board of Directors to govern the overall affairs of the organization. The President of the AAC (See Article V) shall be the presiding officer of the Board of Directors' meetings and shall be non-voting except to break a tie vote. The Regional Directors shall be voting members of the Board and, provided one Alternate Regional Director has been chosen by the Region voting membership at a Regional regular or special meeting, such alternate Regional Director may represent the Region and vote as a member of the Board in place of the Regional Director. In addition, at the National Convention, there shall be six Directors-at-large who shall be chosen by the voting membership of the AAC present.

Directors-at-large will serve for two years starting July 1 following, except that in the first election, three member shall be for one year and three for two years.

Section 2. Immediately following the election of the new Directors, they shall meet with the old Board. The new Board shall elect from within its members, the new elective officers and re-elect those to remain in office. The new Board shall also appoint new appointive officers or re-affirm the appointment of those to remain in office. The replaced officers shall turn over to the new officers all papers and records relating to that particular office.

Section 3. Vacancies on the Board of Directors may be temporarily filled by the Board. Such unexpired terms shall then be filled at the regular elections held during the next National Convention.

Section 4. Regular meetings. (a) One regular board meeting shall be held annually at the time of the National Convention. It will be known as the Annual Board Meeting.

(b) Regular Board meetings may also be held upon notice of the time and place agreed upon at the previous meeting, written notice to be provided to each Director by a copy of the meeting minutes or agenda.

Section 5. Special meetings of the Board may be called by the President, or by one third of the members of the Board of Directors. In either event, except for emergencies, written notice thirty (30) days prior to the meeting will be required. The notice of the call for a special meeting shall state the purpose for which the meeting is called. Business transacted at a special meeting shall normally be limited to the subject stated in the call.

Section 6. Telephone vote. Minutes of conferences conducted by telephone shall be submitted for signature by each voting board member and returned to the secretary for retention until the close of the next regular board meeting.

Section 7. A resume of actions taken at board meetings will be carried in the official publication to the members.

Section 8. Board members shall normally be required to attend at least one meeting of the Board each year.

Section 9. At any meeting of the Board of Directors, one third of the elected Board members shall constitute a quorum for the conduct of business.

## ARTICLE IV. BOARD OF DIRECTORS AND THEIR DUTIES (contd)

Section All Board meetings shall be open to any organization member in good standing as an observer, except, by a vote of a majority of board members present, the meeting may be closed.

## ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. (a) The elected officers of the Organization shall be a President, Vice-President, Secretary, and Treasurer. They shall be elected from among the Directors as prescribed in Article IV for one-year terms. The officers shall serve until their term expires or they are re-elected at the annual Board of Directors meeting. They shall constitute the elected members of the Executive Council. In the case of a vacancy at any time in such office, the Board of Directors as a whole shall have the power to fill such vacancy from the Board of Directors for the unexpired term, unless otherwise provided for in these by-laws.

(b) Wherever the term "elected officers" is referred to elsewhere in these by-laws, it shall be deemed to mean the officers referred to in this Section, or any amendment thereof.

Section 2. The appointed officers of the organization shall be the Chiefs of the following Committees: Membership, Legislative Affairs, Public Relations, Ethics, and National Convention. These officers shall be appointed by the Board, with the concurrence of the President, at the National Convention.

Section 3. The four elected officers and the heads of committees (Sections 1 and 2 above) will attend the meeting of the incoming and outgoing Board prior to the end of the National Convention as specified in Section 2, Article IV. These officers and committee heads will comprise the Executive Council of the AAC.

Section 4. (a) The President shall be the chief administrative officer of the Organization and shall be responsible for the execution of its policies and programs and the efficient functioning of the organization, under the general direction of the Board of Directors and pursuant to the Articles of Incorporation, the by-laws, and any applicable State Laws and Federal regulations, and directives of the National Convention. He shall have authority to make assignments and reassignments of such duties and functions of the elected and appointed officers as are not set out in the by-laws, subject to the approval of the Executive Council. He, in conference with the Council, shall fix compensation for headquarters employees.

(b) The President shall preside at all National Conventions of the Organization, and at all meetings of the Executive Council. He shall appoint all committees, and be an ex-officio member thereof, except for the Nominating Committee. He shall appoint the Nominating Committee, consisting of three individual members, in sufficient time to provide a slate of Directors for publication 60 days prior to the National Convention.

(c) The President shall cause to be submitted for consideration by each National Convention his recommendations for operational programs as well as new programs for the ensuing two years, by year, including a budget for all programs.

## ARTICLE V. OFFICERS AND THEIR DUTIES (contd)

Section 5. The Vice President shall be the overall Program Officer of the Organization. He will consolidate field and headquarters activity, financial, and budget data for use in managing the affairs of the Organization. He shall perform such other duties as are assigned by the President. In the absence of the President, or in case of his disability as determined by the Executive Council, the Vice President shall perform the duties of the President.

Section 6. The Secretary shall have charge of all of the books, seals, papers, and corporate records of the Organization, and the bonds of officers. He shall keep true and correct records of all of the proceedings of the Executive Council and the Board of Directors, and shall perform such other duties as the Executive Council may direct.

Section 7. The Treasurer shall receive all moneys of the Organization, deposit the same in the name of the Organization in such bank or banks having membership in the Federal Deposit Insurance Corporation, as shall be designated by the Executive Council, and shall pay by check all bills approved by a member of the Executive Council. He shall enter into bond in such amount as the Executive Council shall deem sufficient to protect the financial interests of the Organization. He shall render to the Council a monthly report of receipts, expenditures, obligations, and balances. When accompanied by another member of the Council, he shall have access to the safe deposit box of the Organization. He shall perform other duties as assigned by the Council.

Section 8. Bonds. Each officer empowered to sign checks and instruments of obligation and order transfers of funds for the Organization, shall be bonded in an amount to be determined by the Executive Council.

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES

Section 1. (a) There shall be an Executive Council consisting of the President, Vice President, Secretary, Treasurer, and appointed national Committee Chiefs. In case there is an even number, the President shall not vote except to break a tie.

(b) In addition to performing the duties assigned to it elsewhere in these by-laws, the Executive Council shall fix the compensation and shall appoint such special national officials or functionaries as may from time to time be found necessary, including, when required, a General Counsel, an Editor for the official publication(s), Historian, and the like. Appointive members of the Executive Council will be publicised to the membership.

(c) The Executive Council shall have authority to declare any elective or appointive office vacant because of misfeasance, malfeasance, non-feasance, or other justifiable cause determined by such Council by a majority vote; but the official shall be given reasonable opportunity to show cause why such action should not be taken.

(d) The Executive Council shall be the trustee for, and have custody of all real and personal property owned by the Organization. It shall determine and direct the manner of investment of Organization funds, subject to the Articles of Incorporation, the by-laws, and policies adopted by the Board of Directors or by a National Convention, not inconsistent therewith. All securities owned by the Organization, and other evidence of investment of funds, including but not

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES (contd)

limited to U. S. Government Bonds, first mortgages, insurance policies, building and loan association deposits, and the like, shall be placed in a safe deposit box in a bank or trust company.

(e) The Executive Council shall cause audits to be made of the receipts, disbursements, assets, and liabilities of the Organization by a Certified Public Accountant, annually, or at more frequent intervals if deemed necessary. A financial report for each calendar year, including a balance sheet and list of investments, shall be published in the official publication to the membership.

(f) The Executive Council will arrange for an annual inventory to be made of all personal property, assigning valuations based on standard methods of depreciation. An inventory of all real property will also be prepared, assigning valuations according to present market value. Adequate hazard insurance will be carried on all property.

(g) The Executive Council may cancel the charter of any Affiliate Organization for cause on 60 days notice; but the charter holder shall be given reasonable opportunity to show cause why such charter should not be cancelled.

Section 2. (a) The President may appoint from time to time such committees as the work of the Organization may require, and may designate which member shall act as Chairman. The Committees of a National Convention shall be appointed at least 90 days before the convention, and the names of the members thereof shall be published in the issue of the official publication to the membership next preceding the assembling of the convention; but substitutions may later be made according to exigencies incident to convention attendance.

(b) If an elected officer is placed on any committee of a National Convention, he shall not serve as its Chairman. Such persons shall not constitute a majority of such committee.

Section 3. The Chief of the Membership Committee will work toward improving the membership status (of all types). Included in these duties is a requirement to maintain current individual and affiliated organization members' lists as well as lists of adoption-related groups whose memberships should be solicited. The committee shall publish at least once annually a listing of all member organizations to include the full name of the head of the organization; a separate listing of known non-member organizations shall also be published but in a different section identifying non-membership status. Sufficient copies of these lists will be available at the National Convention for distribution and all lists shall be distributed to member organizations and Regions.

Section 4. The Chief of the Legislative Affairs Committee shall administer the legislative program of the Organization. He shall stay abreast of laws and regulations as well as legislative and rule making activities related to adoptology at the Federal, State, and local levels as well as associated independent organization levels. He shall develop guidelines for legislative work by the Organization's Field organizations. He shall conduct legislative activity at various levels as appropriate in efforts to make changes for the better for the adoption community.

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES ( contd)

Section 5. The Chief of the Public Relations Committee will administer the program in such manner to enhance AAC visibility and create greater understanding of our interests and goals. The Chief shall develop the operating and editorial policies to be approved by the Executive Council At least quarterly, subject to decision by the Executive Council for more frequent need, the Chief shall publish and distribute one newsletter to all members of the organization to include affiliated organizations and Regions. It will include a resume of Board of Director's actions (Section 9, Article IV), a round-up of state-by-state legislative news as provided by the Chief of Legislative Affairs (above) and past and future National Convention news as appropriate. In addition, the Chief shall assist the Chief of the National Convention Committee in preparation and issuance of publicity for the annual convention.

Section 6. The Chief of the Ethics Committee shall establish a Code of Ethics applicable to individual members and affiliated organizations. It will include, but not be limited to, payment of monies in connection with search assistance and place limits on such payments, private investigator's eligibility/ineligibility to belong as individual members, and whether or not to permit such affiliated organizations to have memberships if they have as their own members persons who violate our standards. Once developed, the Code will be subject to approval of the Board of Directors as well as changes to that Code. Manner of enforcement of that Code will be similarly established.

Section 7. The Chief of the National Convention Committee shall be responsible, under the direction of the President and advice of the Board of Directors, for the planning, site selection (in the metropolitan area chosen by the Board of Directors), agenda preparation, arrangements, publicity (with the cooperation of the Public Relations Committee as noted above), registration, collection of monies (accounting for which will be in full coordination and approval of the Treasurer), Payment of expense certification to the Treasurer for issuance of checks, and other details applicable to the National Convention.

Section 8. Meetings of the Executive Council will be called by the President or Vice-President with at least 30 days notice to each council member. If a majority of the Council waives the 30 day requirement, meetings can be called with at least seven days notice.

Section 9. A quorum of the Executive Council and committees for the transaction of business shall be one third of the persons designated to be members of the Council or committee who attend a regularly scheduled or specially called meeting.

Section 10. Robert's Rules of Order (latest revision) shall be the authority for the conduct of the Organization's business except where superseded by these approved by-laws.

## ARTICLE VII. REGIONS

Section 1. A Region is a major subdivision of the Organization, usually comprising several States of the United States. The following Regions are designated effective with the approval of these by-laws but subject to change by the Board of Directors:

- (a) Region I (New England) Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.
- (b) Region II (Mid-Atlantic) Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, District of Columbia.
- (c) Region III (Southeast) Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee.
- (d) Region IV (Southwest) Arkansas, Louisiana, Texas.
- (e) Region V (North Central) Indiana, Kentucky, Michigan, Ohio, West Virginia.
- (f) Region VI (Plains) Colorado, Iowa, Kansas, Missouri, Nebraska, Oklahoma.
- (g) Region VII (Midwestern) Illinois, Minnesota, North Dakota, South Dakota, Wisconsin.
- (h) Region VIII (Big Sky) Alaska, Idaho, Montana, Oregon, Washington, Wyoming.
- (i) Region IX (Western) Arizona, California, Hawaii, Nevada, New Mexico, Utah.

Section 2. The purpose of the Regions shall be to promote within its area the aims and objectives of the national Organization and to represent the assigned area to National Headquarters.

Section 3. The Region will be headed by a Regional Director and supported by an Alternate Director and such other persons, committees, etc., as determined by the Regional Director. The Directors previously appointed (as Coordinators) prior to approval of these by-laws shall continue in office until December 31, 1981. If a Region holds a conference by that date, a new Director may be elected to replace the current Director. If no conference and/or election is held, the current Director will continue until replaced by either an election or action by the Board of Directors, whichever occurs first.

Section 4. Duties of the Regional Director. (a) He will broadly supervise the activities in his Region, reporting to the President.

(b) He will conduct periodic conferences of sub-regional organization chiefs to review progress since the last conference, to plan progress for both short and long range time frames, to resolve problems and to anticipate potential problems and coordinate efforts to avoid their development.

(c) He shall assist sub-regional chiefs in beneficial Organization plans and programs, including membership increases, coordination with existing adoptological, genealogical, and related societies, development of legislative programs, etc.

(d) He shall urge sub-regional organizations to participate in legislative work on the local and State level.

(e) He shall make a quarterly report to National Headquarters. This report shall summarize activities in his Region. It shall also include plans for the following six months.

(f) He shall make an annual financial report to National Headquarters. This report shall include the expenses of his office, together with a budget for the following two years, by year.

(g) On each allegation of ethics violation presented to the Regional Director, his decision to expell or continue the membership in question will be subject to review by the Board of Directors which may override that decision by two thirds vote of the Board members present.

## ARTICLE VII. REGIONS (contd)

Section 5. A member who is elected to the position of a Regional Director and also serves as an officer of an affiliated or service organization should vacate his office with that organization.

Section 6. If, between National Conventions, a vacancy should occur among the Regional Directors ninety days or more prior to the National Convention, the President shall appoint an interim successor.

Section 7. The sole source of revenue, except for special fund raising activities, shall be twenty (20) percent share of individual member's dues (regardless of type but not to include affiliated or service organization dues.)

## ARTICLE VIII. AFFILIATED AND SPECIAL SERVICE ORGANIZATIONS

Section 1. An Affiliated Organization is an independent adoptological society who has agreed to affiliate with the National Organization. They continue to conduct their affairs independently without influence from the National office. The Society remits a portion of the member's dues to the National office for which the member receives the National publications and enjoys other rights.

Section 2. Existing or future independent adoptological societies who wish to affiliate with the American Adoption Congress may do so under the following guidelines:

(a) Execute a written agreement that the Society wishes to affiliate with the National Organization. Upon acceptance by the National Executive Council, the Society may so indicate affiliation in their course of business.

(b) Upon acceptance of an Affiliated Society's agreement, the Society will be furnished a Charter by the National Office. Charters will be numbered in consecutive order of approval.

Section 3. The Charter of an Affiliated Society may be cancelled for cause on 60 days notice by the Executive Council, but the Society shall be given reasonable opportunity to show cause why such charter should not be cancelled.

## ARTICLE IX. NATIONAL CONVENTIONS

Section 1. The National Convention of the American Adoption Congress shall be held at annual intervals. The places and dates are to be fixed by the Board of Directors or the previous Convention.

Section 2. Guidance of the course and conduct of the Organization is a major function of the National Convention. Between Conventions, the conduct of the Organization will rest with the Board of Directors and the Executive Council, but the authority of the Board of Directors and the Executive Council to act shall be limited by the Articles of Incorporation and by these by-laws, as supplemented by any general affirmation of policy enacted by the Convention.

Section 3. Voting at a Convention shall be by members in good standing. Members unable to attend may be represented by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 4. A quorum of the Convention for the transaction of business shall be a majority of the members in good standing registered at the Convention.

Section 5. Robert's Rules of Order (latest revision) shall be the Convention's authority on parliamentary procedures except where defined otherwise in these by-laws. Voting by written ballot shall be done only when specified by the Convention rules.

Section 6. The compensation of the elected officers, if any, shall be fixed by the Convention.

## ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation. Amendments to the Articles of Incorporation shall be made by either of the following methods:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of National Convention, providing that previous notice is given at least sixty (60) days before the opening of the Convention, by publication in the official publication of the Organization, or by circular sent to all members. The proposed amendment shall be adopted upon receiving a majority of the votes entitled to be cast at such Convention.

(b) The Board of Directors shall adopt a resolution, setting forth the proposed amendment and directing that it be submitted in writing to each member entitled to vote thereon. The proposed amendment shall be adopted upon obtaining the consent in writing of a majority of all members entitled to vote with respect thereto.

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

Approved: May 30, 1981, Overland Park, Kansas.

*Linda Cecil*

Linda Cecil, North Central Region

*Sally A. File*

Sally A. File, Western Region

*Jackie Gill*

Jackie Gill, New England Region

*Kermit B. Karns*

Kermit B. Karns, Plains Region

*Jay C. Swearingen*

Jay C. Swearingen, Southeast Region



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

ARTICLES OF INCORPORATION

OF A

GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUNE 3, 1981

No. N00026019

We, the undersigned,

(Not less than three)

Table with 6 columns: Name, Number, Street, City, State, Zip. Rows include Sally A. File, Jean M. Paton, Emma May Vilardi, Jay C. Swearingen, and Kermit B. Karns.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: American Adoption Congress
2. The period of duration of the corporation is: Perpetual
2. The address of its initial Registered Office in the State of Missouri is: 5329 N. Michigan
Kansas City Missouri 64118
The name of its initial Registered Agent at said Address is: Kermit B. Karns
4. The first Board of Directors shall be 7 in number, their names and addresses being as follows:

Table with 6 columns: Name, Number, Street, City, State, Zip. Rows include Linda Cecil, Sally A. File, Gretchen Fitzgerald, Jacqueline M. Gill, Patty O'Gorman, Holly Hill, and Kermit B. Karns.

- 5. The purpose or purposes for which the corporation is organized are: See attached pages 1(a) and 1(b).

Page 1(a) of the Articles of Incorporation of a Not for Profit Corporation named American Adoption Congress, signed May 30, 1981.

5. The purpose or purposes for which the corporation is organized are:

- A. To increase the education and knowledge of members of the corporation in the principles of adoption, related social-psychological phenomena and the genealogical and genetic history of human beings involved in the circle of adoption. This will be accomplished throughout the State of Missouri and the United States of America by:
1. Conducting training programs and seminars to teach (a) the methods of dealing with the social-psychological phenomena associated with family separation and reconstitution, (b) the research techniques required to discover family history, genealogical and adoptive facts, (c) methods required to systematically record and use pertinent information, and (d) the techniques of discreetly handling sensitive adoptive information.
  2. Establishment and maintenance of a genealogical-adoptological library to contain genealogical, family history and adoptological books, and sensitive records and indexes.
  3. Establishment and maintenance of a publication system to provide special education publications and to provide periodical publications to convey educational articles and news, all in family history, genealogical and adoptive related fields.
  4. Promoting access to family history and adoptive records held by public and private organizations.
  5. Instructing members of the corporation with respect to their legal rights to public records.
  6. Advocating preservation of public and private records relating to the family history, genealogy, and adoptive fields, and opposing destruction of those records in those States or local areas where a conflict of objectives exists.
  7. Sponsoring and supporting legislation beneficial to genealogical, family history, and adoptive research, and opposing legislation and regulations inimical to that same subject in those States where there is a conflict between the objectives of the State and the purposes of the Corporation.
  8. Cooperating and combining with other organizations in furtherance of objectives.
  9. Carrying on the business of the Corporation in any State of the United States as well as affiliating with independent organizations.
- B. All other legal powers permitted General Not For Profit Corporations.

Continued on page 1(b)

Page 1(b) of the Articles of Incorporation of a Not For Profit Corporation named American Adoption Congress, signed May 30, 1981.

6. This corporation is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
7. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation. The legislative activity enumerated under Section 5.A.6. and 5.A.7. of these articles of incorporation is not deemed to be a "substantial part of the activities of the corporation". The corporation shall not participate in or intervene in (including the distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or (c) by the corresponding provisions of any future United States Internal Revenue Laws.
8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment 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 organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

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Continued on Page 2.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

JUN 3 1961

*Joanne McComas*

No. 00026019

(NOTE: Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

*Sally A. File*  
*Jean M. Paton*  
*Emma M. Vilardi*  
*Jay C. Swearingen*  
*Kermit B. Karns*

Incorporators

VERIFICATION

STATE OF Missouri  
County of Jackson

I, Joanne McComas, a Notary Public, do hereby certify that on the  
30th day of May, 1961, Sally A. File, Jean M. Paton,  
Emma May Vilardi, Jay C. Swearingen, and Kermit B. Karns  
Type or Print (Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

NOTARIAL SEAL

*Joanne McComas*  
Notary Public

My commission expires 1-30-82

## ARTICLE I. NAME AND PURPOSE

Section 1. The American Adoption Congress (AAC) was incorporated as a Non-Profit Corporation in the United States of America to conduct business throughout the United States.

Section 2. The national headquarters of the Corporation shall be in the City of Washington, District of Columbia.

Section 3. The Corporation is not organized for profit and shall have no capital stock. No part of the net earnings or revenue of the corporation shall inure to the benefit of any member of the corporation as such.

Section 4. The Corporation is deeply concerned with the problems faced by adopted persons, their birth parents, and their adoptive parents throughout our Nation. Foremost among these are the closure and restricted access to public birth and adoptive records. It is the duty of the Corporation to align itself with public agencies, private individuals, and organizations devoted to leadership in adoption reform.

Section 5. In accordance with the Articles of Incorporation, the purpose or purposes for which the Corporation is organized are for the following exclusively educational and charitable purposes:

(a) To further by study, research, teaching and conference, the knowledge of adoptions and related social-psychological phenomena in the United States.

(b) To collect, publish and disseminate information concerning adoption and related social-psychological phenomena in the United States and to act thereby, as a national clearing house and public information center for such information.

(c) To develop alternative model plans for adoptions.

(d) To exercise all the powers conferred upon corporations formed under the District of Columbia Non-Profit Corporation Act in order to accomplish the corporation's charitable and educational purposes.

Section 6. The Corporation may acquire property by grant, gift, purchase, lease, devise, or bequest; and may own, use, sell, lease, mortgage, or otherwise dispose of such property, both real and personal, as objectives and purposes of the Corporation may require, subject to such limits as may be prescribed by law.

Section 7. In the event of dissolution of this Corporation, it may convey any and all remaining assets of the Corporation to any other non-profit corporation or association having objectives substantially like, or similar to, those of this Corporation.

Section 8. The Headquarters of this Corporation shall consist of the following Committees: Membership; Legislative Affairs, Public Relations, Ethics and National Convention.

Section 9. The Field organization of this Corporation shall consist of the following: Regions, Chapters, and Affiliated adoptological organizations, plus other sub-offices and Special Interest Groups, as appropriate.

## ARTICLE II. DEFINITIONS

As used herein, the following terms shall have the meanings indicated unless the context requires otherwise:

- (a) "Member" shall mean an individual member in good standing.
- (b) "Adoptee" shall mean a child or adult who was adopted as a child.
- (c) "Birth mother" shall mean the natural mother of a child whose parental rights were terminated.
- (d) "Birth father" shall mean the natural father of a child whose parental rights were terminated or ignored.
- (e) "Adoptive parents" shall mean the man and/or woman who adopted a child.
- (f) "Adoptology" shall mean the study of the records, history, and special relationship between an adoptee, his or her natural parent's, adoptive parents, and related organizations. (adoptological - adjective. adoptologically - adverb)
- (g) "Adoptologist" shall mean a person who traces adoptions or studies adoptive relationships.
- (h) "Genealogy", "Family Records" and "Family History" shall mean the study of the records and history of the biological descent of a human being from an ancestor, including collateral, natural, and adoptive relationships.
- (i) "Organization", "Corporation", "Congress", "National", "Headquarters", and "AAC" shall mean the national office of the American Adoption Congress.
- (j) "Region" shall mean a major subdivision of the American Adoption Congress
- (k) "Affiliate Organization Member" shall mean an independent adoptological society or organization, including at least a president, secretary and treasurer, or equivalent, who has agreed to affiliate with the American Adoption Congress.
- (l) "Special Service Member". Adoptological services functioning on a no-fee basis and without membership, for humanitarian purposes.
- (m) "Board of Directors" shall mean the elected or appointed directors of the organization, including Regional Directors.
- (n) "Executive Council" shall mean the elected officers of the Organization, i.e., President, Vice-President, Secretary, and Treasurer, together with any appointive officer position which are filled, i.e., Chiefs of the following Committees: Membership, Legislative Affairs, Public Relations, Ethics, and National Convention. Also included are special national officials or functionaries, such as General Counsel, Editor for the official publication, Registrar, Historian, and the like.

## ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership shall be open to all persons or organizations who are interested in adoptology.

Section 2. Membership shall be classified as follows:

- (a) "Regular individual member". Any person who makes payment of dues.
- (b) "Sustaining individual member". Any person who elects to support the Corporation with at least twice the annual individual dues.
- (c) "Life Individual" Any person who elects to support the Corporation by a one-time dues payment of fifteen times the current annual dues.
- (d) "Regular Affiliate Organization Member". Organizations of adoptees, adoptive parents, single parents, genealogists, etc., which wish to become affiliated with the AAC may do so by paying the appropriate annual dues.
- (e) "Sustaining Affiliate Organization Member". Dues shall be twice the regular affiliate organization member dues.
- (f) "Patron Affiliate Organization Member". Dues shall be ten times the regular affiliate organization member dues.
- (g) "Special Service Organization Member". Dues shall be established by the Board.

Section 3. All classes of membership shall include a subscription to the official publication(s).

Section 4. Annual dues for regular individual, regular affiliated organization, and special service organization members will be established annually by the Board of Directors.

Section 5. Individual members in good standing may vote and hold office.

Section 6. One delegate per each affiliated or special service organization shall have one vote.

Section 7. Any person or organization who makes application for membership and tenders the dues for one year shall automatically be accepted as a member, unless excluded by the Executive Council by a two-thirds vote for reasons deemed to render the membership undesirable.

Section 8. Individual members or organizations who prove undesirable as members for justifiable cause may be expelled by a two-thirds vote of the Board of Directors, but the member shall be given reasonable opportunity to show cause why such action should not be taken.

Section 9. The Corporation, in addition to direct recruitment, shall secure members through Regions. Regions are authorized to collect the dues of the organization and forward them to National headquarters. The Region may retain for its treasury twenty percent (20%) of individual member's dues of all types and the AAC treasurer (for individual members dues of all types) will return to the appropriate Region twenty percent (20%) of dues for all members whose residence address is within that Region.

Section 10. Any member whose dues are in arrears for 3 months or more, shall, after due notice by the organization, be dropped from the rolls, and all rights and privileges granted shall cease.

Section 11. Members may vote, (a) while attending regional or national conventions, (b) by proxy at conventions, or (c) by mail ballot where a vote is conducted in that manner.

## ARTICLE III. MEMBERSHIP AND DUES (contd)

Section 12. Membership lists and all lists in the hands of the organization and Chapters, and all lists of prospective members shall be treated as confidential. Use of membership lists for any purpose other than for projects advantageous to the organization shall have the approval of the Executive Council. Any use of lists of prospective members except for the purpose of securing new members is strictly forbidden.

## ARTICLE IV. BOARD OF DIRECTORS AND THEIR DUTIES.

Section 1. There shall be a Board of Directors to govern the overall affairs of the organization. The President of the AAC (See Article V) shall be the presiding officer of the Board of Directors' meetings and shall be non-voting except to break a tie vote. The Regional Directors shall be voting members of the Board and, provided one Alternate Regional Director has been chosen by the Region voting membership at a Regional regular or special meeting, such alternate Regional Director may represent the Region and vote as a member of the Board in place of the Regional Director. In addition, at the National Convention, there shall be six Directors-at-large who shall be chosen by the voting membership of the AAC present.

Directors-at-large will serve for two years starting July 1 following, except that in the first election, three member shall be for one year and three for two years.

Section 2. Immediately following the election of the new Directors, they shall meet with the old Board. The new Board shall elect from within its members, the new elective officers and re-elect those to remain in office. The new Board shall also appoint new appointive officers or re-affirm the appointment of those to remain in office. The replaced officers shall turn over to the new officers all papers and records relating to that particular office.

Section 3. Vacancies on the Board of Directors may be temporarily filled by the Board. Such unexpired terms shall then be filled at the regular elections held during the next National Convention.

Section 4. Regular meetings. (a) One regular board meeting shall be held annually at the time of the National Convention. It will be known as the Annual Board Meeting.

(b) Regular Board meetings may also be held upon notice of the time and place agreed upon at the previous meeting, written notice to be provided to each Director by a copy of the meeting minutes or agenda.

Section 5. Special meetings of the Board may be called by the President, or by one third of the members of the Board of Directors. In either event, except for emergencies, written notice thirty (30) days prior to the meeting will be required. The notice of the call for a special meeting shall state the purpose for which the meeting is called. Business transacted at a special meeting shall normally be limited to the subject stated in the call.

Section 6. Telephone vote. Minutes of conferences conducted by telephone shall be submitted for signature by each voting board member and returned to the secretary for retention until the close of the next regular board meeting.

Section 7. A resume of actions taken at board meetings will be carried in the official publication to the members.

Section 8. Board members shall normally be required to attend at least one meeting of the Board each year.

Section 9. At any meeting of the Board of Directors, one third of the elected Board members shall constitute a quorum for the conduct of business.

## ARTICLE IV. BOARD OF DIRECTORS AND THEIR DUTIES (contd)

Section All Board meetings shall be open to any organization member in good standing as an observer, except, by a vote of a majority of board members present, the meeting may be closed.

## ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. (a) The elected officers of the Organization shall be a President, Vice-President, Secretary, and Treasurer. They shall be elected from among the the Directors as prescribed in Article IV for one-year terms. The officers shall serve until their term expires or they are re-elected at the annual Board of Directors meeting. They shall constitute the elected members of the Executive Council. In the case of a vacancy at any time in such office, the Board of Directors as a whole shall have the power to fill such vacancy from the Board of Directors for the unexpired term, unless otherwise provided for in these by-laws.

(b) Wherever the term "elected officers" is referred to elsewhere in these by-laws, it shall be deemed to mean the officers referred to in this Section, or any amendment thereof.

Section 2. The appointed officers of the organization shall be the Chiefs of the following Committees: Membership, Legislative Affairs, Public Relations, Ethics, and National Convention. These officers shall be appointed by the Board, with the concurrence of the President, at the National Convention.

Section 3. The four elected officers and the heads of committees (Sections 1 and 2 above) will attend the meeting of the incoming and outgoing Board prior to the end of the National Convention as specified in Section 2, Article IV. These officers and committee heads will comprise the Executive Council of the AAC.

Section 4. (a) The President shall be the chief administrative officer of the Organization and shall be responsible for the execution of its policies and programs and the efficient functioning of the organization, under the general direction of the Board of Directors and pursuant to the Articles of Incorporation, the by-laws, and any applicable State Laws and Federal regulations, and directives of the National Convention. He shall have authority to make assignments and reassignments of such duties and functions of the elected and appointed officers as are not set out in the by-laws, subject to the approval of the Executive Council. He, in conference with the Council, shall fix compensation for headquarters employees.

(b) The President shall preside at all National Conventions of the Organization, and at all meetings of the Executive Council. He shall appoint all committees, and be an ex-officio member thereof, except for the Nominating Committee. He shall appoint the Nominating Committee, consisting of three individual members, in sufficient time to provide a slate of Directors for publication 60 days prior to the National Convention.

(c) The President shall cause to be submitted for consideration by each National Convention his recommendations for operational programs as well as new programs for the ensuing two years, by year, including a budget for all programs.

## ARTICLE V. OFFICERS AND THEIR DUTIES (contd)

Section 5. The Vice President shall be the overall Program Officer of the Organization. He will consolidate field and headquarters activity, financial, and budget data for use in managing the affairs of the Organization. He shall perform such other duties as are assigned by the President. In the absence of the President, or in case of his disability as determined by the Executive Council, the Vice President shall perform the duties of the President.

Section 6. The Secretary shall have charge of all of the books, seals, papers, and corporate records of the Organization, and the bonds of officers. He shall keep true and correct records of all of the proceedings of the Executive Council and the Board of Directors, and shall perform such other duties as the Executive Council may direct.

Section 7. The Treasurer shall receive all moneys of the Organization, deposit the same in the name of the Organization in such bank or banks having membership in the Federal Deposit Insurance Corporation, as shall be designated by the Executive Council, and shall pay by check all bills approved by a member of the Executive Council. He shall enter into bond in such amount as the Executive Council shall deem sufficient to protect the financial interests of the Organization. He shall render to the Council a monthly report of receipts, expenditures, obligations, and balances. When accompanied by another member of the Council, he shall have access to the safe deposit box of the Organization. He shall perform other duties as assigned by the Council.

Section 8. Bonds. Each officer empowered to sign checks and instruments of obligation and order transfers of funds for the Organization, shall be bonded in an amount to be determined by the Executive Council.

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES

Section 1. (a) There shall be an Executive Council consisting of the President, Vice President, Secretary, Treasurer, and appointed national Committee Chiefs. In case there is an even number, the President shall not vote except to break a tie.

(b) In addition to performing the duties assigned to it elsewhere in these by-laws, the Executive Council shall fix the compensation and shall appoint such special national officials or functionaries as may from time to time be found necessary, including, when required, a General Counsel, an Editor for the official publication(s), Historian, and the like. Appointive members of the Executive Council will be publicised to the membership.

(c) The Executive Council shall have authority to declare any elective or appointive office vacant because of misfeasance, malfeasance, non-feasance, or other justifiable cause determined by such Council by a majority vote; but the official shall be given reasonable opportunity to show cause why such action should not be taken.

(d) The Executive Council shall be the trustee for, and have custody of all real and personal property owned by the Organization. It shall determine and direct the manner of investment of Organization funds, subject to the Articles of Incorporation, the by-laws, and policies adopted by the Board of Directors or by a National Convention, not inconsistent therewith. All securities owned by the Organization, and other evidence of investment of funds, including but not

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES (contd)

limited to U. S. Government Bonds, first mortgages, insurance policies, building and loan association deposits, and the like, shall be placed in a safe deposit box in a bank or trust company.

(e) The Executive Council shall cause audits to be made of the receipts, disbursements, assets, and liabilities of the Organization by a Certified Public Accountant, annually, or at more frequent intervals if deemed necessary. A financial report for each calendar year, including a balance sheet and list of investments, shall be published in the official publication to the membership.

(f) The Executive Council will arrange for an annual inventory to be made of all personal property, assigning valuations based on standard methods of depreciation. An inventory of all real property will also be prepared, assigning valuations according to present market value. Adequate hazard insurance will be carried on all property.

(g) The Executive Council may cancel the charter of any Affiliate Organization for cause on 60 days notice; but the charter holder shall be given reasonable opportunity to show cause why such charter should not be cancelled.

Section 2. (a) The President may appoint from time to time such committees as the work of the Organization may require, and may designate which member shall act as Chairman. The Committees of a National Convention shall be appointed at least 90 days before the convention, and the names of the members thereof shall be published in the issue of the official publication to the membership next preceding the assembling of the convention; but substitutions may later be made according to exigencies incident to convention attendance.

(b) If an elected officer is placed on any committee of a National Convention, he shall not serve as its Chairman. Such persons shall not constitute a majority of such committee.

Section 3. The Chief of the Membership Committee will work toward improving the membership status (of all types). Included in these duties is a requirement to maintain current individual and affiliated organization members' lists as well as lists of adoption-related groups whose memberships should be solicited. The committee shall publish at least once annually a listing of all member organizations to include the full name of the head of the organization; a separate listing of known non-member organizations shall also be published but in a different section identifying non-membership status. Sufficient copies of these lists will be available at the National Convention for distribution and all lists shall be distributed to member organizations and Regions.

Section 4. The Chief of the Legislative Affairs Committee shall administer the legislative program of the Organization. He shall stay abreast of laws and regulations as well as legislative and rule making activities related to adoptology at the Federal, State, and local levels as well as associated independent organization levels. He shall develop guidelines for legislative work by the Organization's Field organizations. He shall conduct legislative activity at various levels as appropriate in efforts to make changes for the better for the adoption community.

## ARTICLE VI. EXECUTIVE COUNCIL AND COMMITTEES ( contd)

Section 5. The Chief of the Public Relations Committee will administer the program in such manner to enhance AAC visibility and create greater understanding of our interests and goals. The Chief shall develop the operating and editorial policies to be approved by the Executive Council At least quarterly, subject to decision by the Executive Council for more frequent need, the Chief shall publish and distribute one newsletter to all members of the organization to include affiliated organizations and Regions. It will include a resume of Board of Director's actions (Section 9, Article IV), a round-up of state-by-state legislative news as provided by the Chief of Legislative Affairs (above) and past and future National Convention news as appropriate. In addition, the Chief shall assist the Chief of the National Convention Committee in preparation and issuance of publicity for the annual convention.

Section 6. The Chief of the Ethics Committee shall establish a Code of Ethics applicable to individual members and affiliated organizations. It will include, but not be limited to, payment of monies in connection with search assistance and place limits on such payments, private investigator's eligibility/ineligibility to belong as individual members, and whether or not to permit such affiliated organizations to have memberships if they have as their own members persons who violate our standards. Once developed, the Code will be subject to approval of the Board of Directors as well as changes to that Code. Manner of enforcement of that Code will be similarly established.

Section 7. The Chief of the National Convention Committee shall be responsible, under the direction of the President and advice of the Board of Directors, for the planning, site selection (in the metropolitan area chosen by the Board of Directors), agenda preparation, arrangements, publicity (with the cooperation of the Public Relations Committee as noted above), registration, collection of monies (accounting for which will be in full coordination and approval of the Treasurer), Payment of expense certification to the Treasurer for issuance of checks, and other details applicable to the National Convention.

Section 8. Meetings of the Executive Council will be called by the President or Vice-President with at least 30 days notice to each council member. If a majority of the Council waives the 30 day requirement, meetings can be called with at least seven days notice.

Section 9. A quorum of the Executive Council and committees for the transaction of business shall be one third of the persons designated to be members of the Council or committee who attend a regularly scheduled or specially called meeting.

Section 10. Robert's Rules of Order (latest revision) shall be the authority for the conduct of the Organization's business except where superseded by these approved by-laws.

## ARTICLE VII. REGIONS

Section 1. A Region is a major subdivision of the Organization, usually comprising several States of the United States. The following Regions are designated effective with the approval of these by-laws but subject to change by the Board of Directors:

- (a) Region I (New England) Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.
- (b) Region II (Mid-Atlantic) Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, District of Columbia.
- (c) Region III (Southeast) Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee.
- (d) Region IV (Southwest) Arkansas, Louisiana, Texas.
- (e) Region V (North Central) Indiana, Kentucky, Michigan, Ohio, West Virginia.
- (f) Region VI (Plains) Colorado, Iowa, Kansas, Missouri, Nebraska, Oklahoma.
- (g) Region VII (Midwestern) Illinois, Minnesota, North Dakota, South Dakota, Wisconsin.
- (h) Region VIII (Big Sky) Alaska, Idaho, Montana, Oregon, Washington, Wyoming.
- (i) Region IX (Western) Arizona, California, Hawaii, Nevada, New Mexico, Utah.

Section 2. The purpose of the Regions shall be to promote within its area the aims and objectives of the national Organization and to represent the assigned area to National Headquarters.

Section 3. The Region will be headed by a Regional Director and supported by an Alternate Director and such other persons, committees, etc., as determined by the Regional Director. The Directors previously appointed (as Coordinators) prior to approval of these by-laws shall continue in office until December 31, 1981. If a Region holds a conference by that date, a new Director may be elected to replace the current Director. If no conference and/or election is held, the current Director will continue until replaced by either an election or action by the Board of Directors, whichever occurs first.

Section 4. Duties of the Regional Director. (a) He will broadly supervise the activities in his Region, reporting to the President.

(b) He will conduct periodic conferences of sub-regional organization chiefs to review progress since the last conference, to plan progress for both short and long range time frames, to resolve problems and to anticipate potential problems and coordinate efforts to avoid their development.

(c) He shall assist sub-regional chiefs in beneficial Organization plans and programs, including membership increases, coordination with existing adoptological, genealogical, and related societies, development of legislative programs, etc.

(d) He shall urge sub-regional organizations to participate in legislative work on the local and State level.

(e) He shall make a quarterly report to National Headquarters. This report shall summarize activities in his Region. It shall also include plans for the following six months.

(f) He shall make an annual financial report to National Headquarters. This report shall include the expenses of his office, together with a budget for the following two years, by year.

(g) On each allegation of ethics violation presented to the Regional Director, his decision to expell or continue the membership in question will be subject to review by the Board of Directors which may override that decision by two thirds vote of the Board members present.

## ARTICLE VII. REGIONS (contd)

Section 5. A member who is elected to the position of a Regional Director and also serves as an officer of an affiliated or service organization should vacate his office with that organization.

Section 6. If, between National Conventions, a vacancy should occur among the Regional Directors ninety days or more prior to the National Convention, the President shall appoint an interim successor.

Section 7. The sole source of revenue, except for special fund raising activities, shall be twenty (20) percent share of individual member's dues (regardless of type but not to include affiliated or service organization dues.)

## ARTICLE VIII. AFFILIATED AND SPECIAL SERVICE ORGANIZATIONS

Section 1. An Affiliated Organization is an independent adoptological society who has agreed to affiliate with the National Organization. They continue to conduct their affairs independently without influence from the National office. The Society remits a portion of the member's dues to the National office for which the member receives the National publications and enjoys other rights.

Section 2. Existing or future independent adoptological societies who wish to affiliate with the American Adoption Congress may do so under the following guidelines:

(a) Execute a written agreement that the Society wishes to affiliate with the National Organization. Upon acceptance by the National Executive Council, the Society may so indicate affiliation in their course of business.

(b) Upon acceptance of an Affiliated Society's agreement, the Society will be furnished a Charter by the National Office. Charters will be numbered in consecutive order of approval.

Section 3. The Charter of an Affiliated Society may be cancelled for cause on 60 days notice by the Executive Council, but the Society shall be given reasonable opportunity to show cause why such charter should not be cancelled.

## ARTICLE IX. NATIONAL CONVENTIONS

Section 1. The National Convention of the American Adoption Congress shall be held at annual intervals. The places and dates are to be fixed by the Board of Directors or the previous Convention.

Section 2. Guidance of the course and conduct of the Organization is a major function of the National Convention. Between Conventions, the conduct of the Organization will rest with the Board of Directors and the Executive Council, but the authority of the Board of Directors and the Executive Council to act shall be limited by the Articles of Incorporation and by these by-laws, as supplemented by any general affirmation of policy enacted by the Convention.

Section 3. Voting at a Convention shall be by members in good standing. Members unable to attend may be represented by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 4. A quorum of the Convention for the transaction of business shall be a majority of the members in good standing registered at the Convention.

Section 5. Robert's Rules of Order (latest revision) shall be the Convention's authority on parliamentary procedures except where defined otherwise in these by-laws. Voting by written ballot shall be done only when specified by the Convention rules.

Section 6. The compensation of the elected officers, if any, shall be fixed by the Convention.

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## ARTICLE X. AMENDMENTS

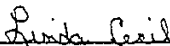
Section 1. Articles of Incorporation. Amendments to the Articles of Incorporation shall be made by either of the following methods:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of National Convention, providing that previous notice is given at least sixty (60) days before the opening of the Convention, by publication in the official publication of the Organization, or by circular sent to all members. The proposed amendment shall be adopted upon receiving a majority of the votes entitled to be cast at such Convention.

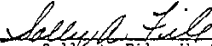
(b) The Board of Directors shall adopt a resolution, setting forth the proposed amendment and directing that it be submitted in writing to each member entitled to vote thereon. The proposed amendment shall be adopted upon obtaining the consent in writing of a majority of all members entitled to vote with respect thereto.

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

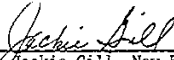
Approved: May 30, 1981, Overland Park, Kansas.



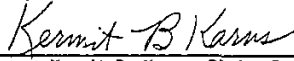
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Linda Cecil, North Central Region



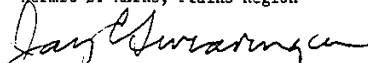
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Sally A. File, Western Region



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Jackie Gill, New England Region



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Kermit B. Karns, Plains Region



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Jay C. Swearingen, Southeast Region