

BYLAWS OF VOICE FOR ADOPTION

ARTICLE I. ESTABLISHMENT

Voice for Adoption, hereinafter referred to as “VFA” or “the Corporation,” is hereby established.

ARTICLE II. PURPOSES AND FUNCTIONS

Voice for Adoption is a nonprofit corporation that has been established to promote the adoption of waiting children in the United States foster care system by engaging in the following activities:

- (a) Developing and disseminating information that will increase awareness and understanding by the public, the media, and decision makers, of the needs of abused and neglected children in the United States foster care system, who are waiting to be adopted;
- (b) Conducting public discussions, forums, and panels to educate the media, the public, and decision makers about the unmet needs of United States children waiting to be adopted;
- (c) Serving as a source of information for all those who need information on issues concerning adoption of waiting children in the United States foster care system; and
- (d) Facilitating the interchange of information between members of the organization.

ARTICLE III. DEFINITIONS

- a) Proxy – A written grant of authority given by one Board Member to another Board Member so that the second Board Member can represent or act for the first Board Member at a specific meeting regarding a specific issue.
- b) Quorum – The number of members who must be present before business can be transacted.
- c) Emergency Meeting – a meeting called as a result of a sudden and urgent need for action.

ARTICLE IV. MEMBERSHIP

Section 1. Members shall be non-voting members. There shall be two classes of members: (1) organizational members and (2) supporting members. Organizational members shall be those that pay dues at a level prescribed by the Board of Directors and support the mission of VFA. Supporting members shall be individuals and entities that provide minimum financial support to VFA as prescribed by the Board of Directors and support the mission of VFA.

Section 2. The process of admission to membership in VFA shall be by application as the Board of Directors shall establish.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties. The business and affairs of VFA shall be managed by a governing board, which is herein referred to as the “Board of Directors” or “directors.”

Section 2. Number and Composition. The initial Board of Directors shall consist of eight (8) members, however, the Board of Directors may consist of up to twenty-one (21) elected members.

Section 3. Eligibility. Each founding member organization in good standing (Adoption Exchange Association, Children Awaiting Parents, Child Welfare League of America, Institute for Black Parenting, National Adoption Center, North American Council on Adoptable Children, Spaulding for Children and the Adoption Exchange) shall have one representative from their organization serve on the Board of Directors.

Section 4. Term and Election. At all times, a representative of each founding member organization shall serve as a director. With the exception of directors who represent founding member organizations, all of the directors shall be elected by the Board of Directors and shall serve a term of three years, approximately one-third to be elected each year. Directors other than those who represent the founding member organizations, may not serve on the Board of Directors for more than the greater of three consecutive three (3) year terms or nine (9) consecutive years, measured as of the anniversary of such director's election to the Board of Directors. An organization which leaves the board upon completing three terms will be eligible to be elected to the board for a new set of terms at any time after one year has elapsed since the original term limits were reached. Any vacancies shall be filled by action taken by the remaining members of the Board of Directors. The election shall be by majority vote of the Board of Directors, and such election will be for the unexpired term.

Section 5. Meetings. A meeting of the Board of Directors shall be held at least annually and at such time and place as the Board of Directors shall determine.

- a) Special meetings of the Board of Directors may be called at any time by the President or not less than three (3) directors.
- b) Emergency meetings of the Board of Directors may be called at any time by the President or not less than three (3) directors.

All meetings of the Board of Directors may be held within or without the District of Columbia. All directors may participate in a meeting of the Board Directors by means of conference telephone which shall constitute presence in person at the meeting.

Section 6. Notice. Written, e-mail, or oral notice of the time and place of the meeting of the Board of Directors shall be mailed, delivered, or given at least seven (7) days in advance of the meetings.

- a) Special Meetings – Written, e-mail, or oral notice of the time, place, and general nature of the business to be conducted at all special meetings of the Board of Directors shall be mailed, delivered, or given at least three (3) days in advance of the meeting.
- b) Emergency Meetings – Written, e-mail, or oral notice of the time, place, and the specific nature of the business to be conducted at all emergency meetings of the Board of Directors shall be e-mailed, faxed, phoned, mailed, or delivered, or given at least twenty-four (24) hours in advance of the meeting.

Section 7. Quorum. A majority of the number of the directors then in office shall constitute a quorum for the transaction of business.

- a) General Meeting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- b) Emergency Meeting: The act of a majority of the Directors then in office and present at the emergency meeting shall be the act of the Board of Directors.

Section 8. Voting.- Each member of the Board of Directors shall have one vote.

- a) Proxy Voting – Board Members can give written authorization to another Board Member to act on their behalf. The authorization must be specific to a meeting and subject matter. At no time can a proxy be used to establish a quorum.
- b) Public Policy – The act of a majority of the Board of Directors shall be the act of the Board of Directors regarding public policy issues.
- c) Organization Designee - Board Members representing an organization are presumed to be authorized to act on behalf of the organization, and as such, any vote given will be considered binding on the organization..

Section 9. Removal of Directors. Any director whose business, professional, or other activities or interests are detrimental to the interests of VFA or otherwise tend to discredit VFA through association of such person as a representative of VFA, may, upon notice and opportunity to be heard, be removed as a director upon approval of such action by at least 2/3 of the other members of the Board of Directors, acting at any meeting of the Board of Directors, provided that notice of the proposed actions is contained in the notice of the meeting.

ARTICLE V. OFFICERS

Section 1. Officers Generally; Election. The Officers of VFA shall be a President, Vice President, Treasurer, and Secretary all of whom shall be members of the Board of Directors. All Officers shall be elected by a majority of the Board of Directors.

Section 2. Terms of Office. The terms of the Officers shall be for one year; however, an officer may succeed himself/herself, but may not serve more than four successive terms, except that a Vice President who succeeds to the presidency to complete an unexpired term may thereafter be elected to four successive terms.

Section 3. President. The President shall perform the duties and have the prerogatives customarily inherent in the office of President, including presiding at meetings and having general responsibility for the administration of VFA. The President shall be the Chair of the Board of Directors and shall be an ex officio member of all other committees of VFA unless otherwise specifically ordered by VFA.

Section 4. Vice President. The Vice President shall perform the duties, have the prerogatives, and assume the responsibilities of the President during any time when the President is unable to act, on account of absence or other cause.

Section 5. Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall keep the funds of the Corporation in a separate account to the credit of the Corporation, shall maintain an accurate accounting system and shall present financial reports to the Board of Directors in such manner as the directors may from time to time determine.

Section 6. Secretary. The Secretary shall keep the minutes of all the proceedings of the Board of Directors and is responsible for keeping the official documents and corporate records of VFA.

ARTICLE VI. FINANCES

Section 1. The Corporation may designate one or more repositories for its funds and shall provide for the administration thereof and disbursements there from.

Section 2. The fiscal year of VFA shall be the calendar year, and shall be subject to change by the Board of Directors.

ARTICLE VII. DUES

Section 1. The Board of Directors, by resolution, shall have the power to levy membership dues and to raise other funds through solicitations to individuals, corporations, and foundations.

Section 2. In establishing the amount of dues to be paid, the Board of Directors may establish a different amount for each category of membership.

ARTICLE VIII. COMMITTEES

Section 1. The Board of Directors may create such standing or special committees as it may deem appropriate. If not inconsistent with action of the Corporation, the President may establish one or more special committees to consider particular subjects or issues.

Section 2. Unless otherwise required by the Bylaws, the President shall have the power to appoint the members of all committees.

ARTICLE IX. HONORARY BOARD OF DIRECTORS

Section 1. Establishment. The Corporation may establish an Honorary Board of Directors by a resolution adopted by a majority of the directors. The Honorary Board of Directors shall not exercise the authority of the Board of Directors, rather it will be a symbolic board.

Section 2. Election. All members of the Honorary Board of Directors shall be elected by a majority of the Board of Directors for a term of five years.

Section 3. Composition. The Honorary Board of Directors shall be comprised of corporate and individual sponsors.

ARTICLE X. IDEMNIFICATION

Every person who is or shall be or shall have been a Director or officer of the corporation and his or her personal representatives may be indemnified by the corporation against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made party by reason of his

or her being or having been a director or officer of the corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. "Cost and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

ARTICLE XI. ADOPTION AND AMENDMENTS

These Bylaws, and any amendments thereto, may be adopted, amended, altered, supplemented or repealed by the affirmative vote of a majority of the directors at any meeting of the Board of Directors provided that notification of said changes are provided 15 days before board meeting.

Adopted 12/10/96

Revised 3/5/98

Revised 3/30/98

Revised 11/7/02

Revised 12/15/04

Revised 11/20/06