

# BYLAWS OF THE AMERICAN ACADEMY OF ADOPTION ATTORNEYS, INC.

(Revised May 2016)

## *Article I*

### *Name and place of business*

#### **Section 1. Name.**

The name of this organization shall be the American Academy of Adoption Attorneys, Inc. ("AAAA"). The American Academy of Assisted Reproductive Technology Attorneys ("AAARTA") shall be a specialty division of AAAA, fully governed by these Bylaws, the Code of Ethics and the Grievance Procedures. All references in these Bylaws to "Academy" shall include both AAAA and AAARTA. (5/90) (2/92) (5/92) (4/09) (4/15)

#### **Section 2. Principal Office.**

For purposes of AAAA's nonprofit legal registration, the principal office for the transaction of business of the Academy shall be at such address in the District of Columbia, or elsewhere in the United States as may be fixed from time to time by the Board of Trustees. (5/90) (2/92) (5/92) (4/15)

#### **Section 3. Registered Office.**

For purposes of AAAA's nonprofit legal registration, the Academy shall maintain within the District of Columbia a registered office as may be fixed from time to time by the Board of Trustees. (2/92) (5/92) (4/15)

## *Article II*

### *Organization*

AAAA is a nonprofit corporation organized under and governed by the laws of the District of Columbia. (5/90)(2/92)(5/92)(4/15)

## *Article III*

### *Purpose*

The purpose of the Academy is to study, encourage, promote and improve the laws and practice of law pertaining to the adoption of children and the creation of families through assisted reproductive technology throughout the United States and abroad. To ensure that the Academy is able to effectively advance its purpose, the Academy shall not affiliate with any other academy or organization, unless approved by the Board of Trustees. (5/90) (7/99) (4/09) (4/15)

## *Article IV*

### *Membership and dues*

There shall be two (2) classes of membership: Regular members and Honorary members. There shall be thirteen (13) categories within the two (2) classes of

membership: (a) the Regular class of members shall include Regular members of AAAA who are designated as Fellows of AAAA; Regular members of AAARTA who are designated as Fellows of AAARTA; provisional members of the Academy who are designated as Provisional Members of the Academy; Senior, Inactive and Retired members; and (b) the Honorary class of members shall include Judicial, Honorary, and Honoree members. Inactive, Retired, Honorary, Honoree, or Judicial members may be members of AAAA, members of AAARTA, or both. A member may hold dual membership in AAAA and in AAARTA. (4/09) (4/96) (4/00) (4/09) (5/12) (4/15) (5/16)

### **Section 1. Regular AAAA Membership.**

(a) Membership in AAAA shall be open to attorneys licensed to practice within a state of the United States, the District of Columbia, a territory of the United States, or a province of Canada, or otherwise authorized to practice law in any other nation, and who are proficient in the English language. Criteria for membership in AAAA shall include, but not be limited to, the requirements that:

(1) the attorney and the attorney's law practice are reputed to be, and continue to be, of the highest standards of ethics, competence, and professionalism;

(2) the attorney complies with the Code of Ethics, Grievance Procedures, and these Bylaws;

(3) the attorney has acted as counsel in at least fifty (50) adoption proceedings, twenty (20) of which must have been within the two (2) year period immediately preceding the application for membership, and (i) ten (10) of which must have involved interstate compact placements, or (ii) for attorneys not licensed to practice within a state of the United States, the District of Columbia, or a territory of the United States, ten (10) international placements with a United States component; however, if the attorney has not acted as counsel in the requisite number of interstate compact placements or international placements, but he or she has achieved special competence in, or made significant contributions to, the advancement of adoption law or procedure, he or she may be invited to admission by a vote of three-quarters (3/4) of the Board of Trustees;

(4) the attorney has engaged in the practice of law for at least five (5) years; and

(5) the attorney is recommended for admission into AAAA by a member of the Academy whose practice encompasses adoption law and who has personal knowledge of the attorney's practice and qualifications. Invitation to membership in AAAA shall be within the sole discretion of the Board of Trustees. (5/90) (10/91) (2/92) (5/92) (5/93) (4/94) (4/95) (4/96) (4/00) (5/08) (5/12) (4/15) (5/16)

(b) At the time of renewal of membership each year, each member shall affirm, in writing, on a form prescribed by the Board of Trustees, that the member will fully cooperate in an investigation of the circumstances of any lawsuit, disciplinary action, investigation by a professional association, or settlement of a claim instituted against the member, or of any allegation of a violation of the Code of Ethics, Grievance Procedures, or these Bylaws, to the extent that provision of information requested in the investigation is not in violation of the disciplinary rules in the member's jurisdiction. (4/00) (4/02) (5/08)

(c) At the time of renewal of membership each year, the member shall disclose, in writing, on a form prescribed by the Board of Trustees, the status of any lawsuits, disciplinary actions, investigations by professional associations, or settlements of claims instituted against the member relating to the member's practice of law during the prior year, as well as the current status of any lawsuits or disciplinary actions pending from a prior year. The member shall append the findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, investigation by professional associations and settlement of claims. (4/01)

(d) A Regular member who becomes a Judicial member may petition the Board of Trustees to permit the Judicial member to return to Regular membership in AAAA. The Board of Trustees shall grant the petition if the Judicial member has left the bench in good standing. Upon the petition being granted, the member shall pay annual dues upon the same basis as new members pursuant to Article IV, Section 8. Upon return to Regular membership, if the member had not attended the required continuing legal education (CLE) within the five (5) years prior to returning to Regular status, the member shall be required to attend at least seven (7) hours of CLE sessions offered by the Academy at the next Academy Annual Meeting following the return to Regular membership. Failure to attend the required course credit and to attend the Academy Annual Meeting shall be grounds for termination of membership by the Board of Trustees; however, upon application to the Board of Trustees, a member reinstated to active status may be excused from the requirements of this section for good cause. (4/96) (4/15)

## **Section 2. Continuing Academy Membership.**

(a) Regular Membership Class. To maintain membership, Regular members of the Academy shall be required to: (1) attend at least one (1) Academy Annual Meeting as set forth in Article V, Section 1, in every three (3) consecutive years, and (2) attend at least seven (7) hours of continuing legal education (CLE) sessions offered by the Academy at the Academy Annual Meeting held as set forth in Article V, Section 1, over a period of time not to exceed three (3) Annual Meetings. Newly admitted Regular Academy members, except newly admitted members who are not licensed to practice within a state of the United States, the District of Columbia, a territory of the United States or a province of Canada, shall attend at least seven (7) hours of CLE sessions offered by the Academy at the next Annual Meeting following their admission. Newly admitted members of the Academy who are not required to attend the first Annual Meeting after their admission shall attend the second Annual Meeting after

their admission. Failure to comply with the requirements of this subsection shall be grounds for termination of membership by the Board of Trustees; however, upon application to the Board of Trustees, a Regular or newly admitted Regular member may be excused from the requirements of this subsection for good cause and upon meeting such further reasonable conditions as may be imposed by the Board of Trustees. (4/95) (4/96) (4/02) (4/09) (5/13) (4/15) (5/16)

(b) Good cause shall be determined based upon the reason for a Regular or newly admitted Regular member's failure to meet the requirements of subsection (a) and upon consideration of other relevant factors. (4/02) (4/09) (4/13) (4/15)

(c) Honorary Membership Class. All Honorary and Judicial members, other than Honoree members, who have not attended at least seven (7) hours of continuing legal education (CLE) sessions offered by the Academy at an Academy Annual Meeting or Mid-Year Meeting over a period of time of five (5) years may be dismissed from membership in AAAA at the discretion of the Board of Trustees. (7/99) (4/02) (4/13) (5/14) (4/15)

(d) Inactive and Retired Membership Classes. Inactive and Retired members are exempt from the CLE requirements of this section. (7/99) (4/02) (5/14) (4/15)

(e) CLE Exemption. AAAA members of all classes who are over the age of seventy (70) and have been members for at least ten (10) years are exempt from the CLE requirements of this section. (4/15)

### **Section 3. Admission to Academy Membership.**

(a) Any person desiring to become a member of AAAA, AAARTA, or both, shall file with the President a written application for membership in such form as may be prescribed by the Board of Trustees. Upon acceptance of the application for membership, the applicant shall pay the full annual dues. (5/90) (4/95) (4/15)

(b) In order to apply for membership in the Academy, an attorney must complete a written membership application on a form prescribed by the Board of Trustees, which form shall include a provision pursuant to which the applicant agrees to waive any claim which the applicant may have against the Academy resulting from, or in any manner relating to, the applicant's denial of membership in the Academy. (4/95)

(c) Membership in the Academy shall be by invitation only. Invitations may be issued only by majority vote of the members of the Board of Trustees, except as forth in Article IV, Section 1(a)(3) and Section 4(a)(1). (5/90) (4/95) (4/15)

### **Section 4. Regular AAARTA Membership.**

(a) Membership in AAARTA shall be open to attorneys licensed to practice within a state of the United States, the District of Columbia, a territory of the United States or a province of Canada and to attorneys who are proficient in the English language and licensed or otherwise authorized to practice law in any other nation. Criteria for

membership in addition to the requirements in Sections 1(a)(1) and (2) of this Article, shall include, but not be limited to, the requirements that:

(1) the attorney has acted as counsel in at least fifty (50) diverse assisted reproductive technology matters. An "assisted reproductive technology matter" is defined as working with a unique set of clients to draft or negotiate an assisted reproductive technology agreement (including a donor or surrogacy agreement) or acted as counsel in litigation (including establishment of parentage, adoption, or birth certificate amendment proceedings), or both, involving surrogacy, ovum, sperm, or embryo donation. However, if the attorney has not acted as counsel in the requisite number of diverse assisted reproductive technology matters as set forth above, he or she may be invited to admission by a vote of three-quarters (3/4) of the Board of Trustees, if the attorney has achieved special competence in, or has made significant contributions to, the advancement of the field of assisted reproductive law or procedure; (4/09) (5/10) (4/15)

(2) the attorney has engaged in the practice of law for at least five (5) years; and (4/09) (5/16)

(3) the attorney is recommended for admission into AAARTA by a member of the Academy whose practice encompasses assisted reproductive technology and who has personal knowledge of the attorney's practice and qualifications. Invitation to membership in AAARTA shall be within the sole discretion of the Board of Trustees; (4/09)

(b) At the time of renewal of membership each year, each member shall affirm, in writing, on a form prescribed by the Board of Trustees, in the English language that the member will fully cooperate in an investigation of the circumstances of any lawsuit, disciplinary action, investigation by a professional association, or settlement of a claim instituted against the member, or of any allegation of a violation of the Code of Ethics, Grievance Procedures, or these Bylaws, to the extent that provision of information requested in the investigation is not in violation of the disciplinary rules in the member's jurisdiction. (4/09)

(c) At the time of renewal of membership each year, the member shall disclose, in writing, on a form prescribed by the Board of Trustees, in the English language the status of any lawsuits, disciplinary actions, investigations by professional associations, or settlements of claims instituted against the member relating to the member's practice of law during the prior year, as well as the current status of any lawsuits or disciplinary actions pending from a prior year. The member shall append the findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, investigation by professional associations and settlement of claims. (4/09)

(d) An AAARTA member who becomes a Judicial member may petition the Board of Trustees to permit the Judicial member to return to Regular AAARTA membership. The

Board of Trustees shall grant the petition if the Judicial member has left the bench in good standing. Upon the petition being granted, the member shall pay annual dues upon the same basis as other AAARTA members pursuant to Article IV, Section 11. Upon return to Regular membership, if the member had not attended the required continuing legal education (CLE) within the five (5) years prior to returning to Regular status, the member shall be required to attend at least seven (7) hours of CLE sessions offered by the Academy at the next Academy Annual Meeting following the return to Regular membership. Failure to attend the required course credit and to attend the Academy Annual Meeting shall be grounds for termination of membership by the Board of Trustees; however, upon application to the Board of Trustees, a member reinstated to active status may be excused from the requirements of this section for good cause. (4/09) (4/15)

(e) AAARTA only members shall be entitled to attend, participate and vote at all business meetings of the Academy. AAARTA only members shall be eligible to be nominated for and stand for election to any elected position (4/09) (5/11) (4/15) (5/16)

### **Section 5. Admission to AAARTA Membership.**

In addition to the provisions of Section 3 of this Article, any person desiring to become a member of AAARTA shall file with the President a written application for membership in the English language in such form as may be prescribed by the Board of Trustees. Upon acceptance of the application for membership, the applicant shall pay the full annual AAARTA dues. (4/09) (4/15)

### **Section 6. Senior Membership.**

(a) A Regular member who:

- (1) Has been a member in good standing of the Academy for at least fifteen (15) years and of his or her state bar(s) at the time of application for Senior membership;
- (2) Has attained the age of sixty-eight (68) by December 31<sup>st</sup> in the year preceding the request for Senior Membership;
- (3) Is semi-retired from his or her adoption and/or ART law practice; and
- (4) Has submitted an application for Senior Membership and has been granted such change of membership status by the Board of Trustees.<sup>1</sup> (5/16)

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<sup>1</sup> The application form for Senior Membership shall include the following certification for Senior Membership: "I have voluntarily reduced my income producing hours and/or professional fees realized on adoption and/or ART cases by at least fifty (50%) percent. I certify that I am a semi-retired attorney as a prerequisite to being granted and maintaining Senior Fellow status. I understand and agree if my adoption and/or ART practice no longer meet these criteria, I will not be entitled to maintain my Senior Fellow status and will notify the Academy President accordingly and automatically return to Regular membership upon the next annual renewal."

(b) Senior members shall be granted all privileges of a Regular member. Senior members shall not be designated as such in the public directories (print and website), but Senior member status shall be noted in the Fellow Desk Reference. (5/16)

(c) Designated Senior members shall pay fifty (50%) percent of dues paid by Regular members. (5/16)

**Section 7. Honorary, Honoree, and Inactive Academy Membership.**

(a) The Board of Trustees may invite as Honorary members persons who have graduated from law school, have practiced law for at least five (5) years, and have applied for membership and (1) have made a distinguished contribution to adoption law or reproductive technology law over the course of their professional careers; or (2) during their professional careers have obtained special competence and qualification in the field of adoption or assisted reproductive technology law; or, (3) by reason of distinguished public service or eminence have contributed greatly to the advancement of the field of adoption or assisted reproductive technology law. In order to qualify for, and/or to maintain Honorary membership, any such applicant and/or member, if engaged in the practice of law, shall not represent parties in Adoption or ART matters other than to provide pro bono representation. Honorary membership shall be continuous unless terminated by vote of the Board of Trustees. Honorary members shall not be required to pay dues to the Academy. (5/90) (4/94) (4/96) (4/09) (4/15)

(b) Honoree Members. The Board of Trustees may invite as Honoree members persons who have made distinguished contributions to the advancement of adoption law or assisted reproductive technology law during their careers. Honoree status shall: (1) continue for a specific period of time as determined by the Board of Trustees; (2) entitle the Honoree members to attend the annual conference in the year(s) in which their designations are in effect, and (3) may be granted upon nomination by any current Fellow and approval by the Board of Trustees. Honoree members shall not be required to pay dues to the Academy. Honoree members shall not be subject to the CLE requirements of Regular membership under Article 4, Section 2(c) or Section 6(c). (4/15)

(c) Honorary members or Honorees shall only advertise or otherwise hold themselves out to the public as an Honorary Member or Honoree of AAAA and/or AAARTA as the case may be. This designation shall entitle the members to be included in the membership directory. Advertisements shall be limited to "Honorary Member/Honoree, American Academy of Adoption Attorneys" or "Honorary Member/Honoree, American Academy of Assisted Reproductive Technology Attorneys" during the time period that they are Honorary members or Honorees. Such advertisements shall further provide: "Honorary Membership in AAAA or AAARTA is based upon special recognition or contributions in the field of adoption and/or assisted reproductive technology law rather than generalized and diverse expertise and competence in the subject matter as a whole." (4/15)

(d) An Inactive member is one not in the active practice of law, due to extenuating circumstances, who has been granted such status by the Board of Trustees, after petition by the member. An Inactive member shall have been a member in good standing of the Academy and a current member of his or her state bar. The membership status of an Inactive member shall be identical to that of an Honorary member. The Inactive member shall notify the Board of Trustees when circumstances permit him or her to become an active member. At that time, the Board of Trustees shall reinstate the member to active status. There shall be a time limit of five (5) years that one can be an Inactive member, after which if the member has not returned to active status, membership in the Academy shall be terminated. Upon return to active membership, if the member had not attended an Academy Annual Meeting and had not attended the required continuing legal education (CLE) within the three (3) years prior to returning to active status, the member shall be required to attend at least seven (7) hours of CLE offered by the Academy at the next Academy Annual Meeting following the return to active membership. Failure to attend the required CLE shall be grounds for termination of membership by the Board of Trustees; however, upon application to the Board of Trustees, a member reinstated to active status may be excused from the requirements of this section for good cause and upon meeting such further reasonable conditions as may be imposed by the Board of Trustees. (4/02) (5/11) (4/15)

(e) Notwithstanding any other provision of these Bylaws, Honorary, Honoree, and Inactive members shall not be entitled to vote at the annual or any special meeting of the members of the Academy, nor shall they be entitled to hold office in the Academy, nor serve on the Board of Trustees. An Honorary member or Honoree shall be entitled to the designation of "Honorary Member/Honoree, American Academy of Adoption Attorneys" and/or "Honorary Member/Honoree, American Academy of Assisted Reproductive Technology Attorneys". (4/15)

### **Section 8. Sustaining Academy Membership.**

A Regular member of AAAA, AAARTA, or both in good standing, upon payment of an annual fee established by the Board of Trustees, each year in addition to payment of Regular dues, shall be entitled to the designation of "Sustaining Member." This designation shall entitle the member to special recognition in his or her membership directory and to include "Sustaining Member, American Academy of Adoption Attorneys" and/or "Sustaining Member, American Academy of Assisted Reproductive Technology Attorneys". (5/93) (5/97) (4/00) (4/09) (4/15)

### **Section 9. Retired Member**

A Retired member is one not engaged in the active practice of law who has made such request to change his or her membership status in writing and has been granted such change of status by either (1) the President and Treasurer, provided it is a routine change, or (2) the Board of Trustees. The Retired member shall have been a member in good standing of the Academy and his or her state bar. The membership status of a Retired member shall be identical to that of an Honorary member, except Retired

members are exempt from CLE requirements in Article IV, Sections 2 and 6. (7/99)  
(4/09) (4/15)

**Section 10. Judicial Membership.**

An invitation to Judicial Membership may be extended by the Board of Trustees, to trial or appellate judges or justices, who, in the course of performing the duties of their office, routinely consider adoption issues and adoption related matters or reproductive technology issues or related matters. Individuals seeking membership either in AAAA or in AAARTA, under this section shall provide an endorsement from at least one Regular AAAA member for AAAA membership or one Regular AAARTA member for AAARTA membership; provided, however, that a Regular member who wishes to become a Judicial member and who otherwise satisfies the requirements for Judicial membership under this section, may request that the Board of Trustees extend an invitation to Judicial membership without the necessity of providing an endorsement from another member of the Academy. Judicial membership shall continue during such member's judicial tenure unless sooner terminated by vote of the Board of Trustees. Judicial members shall not be required to pay dues to the Academy. Notwithstanding any other provision of these Bylaws, Judicial members shall not be entitled to vote at the annual or any special meeting of the members of the Academy, nor shall they be entitled to hold office in the Academy, nor serve on the Board of Trustees. (5/93) (4/94) (4/96)(4/09) (4/15)

**Section 11. Provisional Academy Membership**

(a) Provisional Membership shall be open to attorneys licensed to practice within a state of the United States, the District of Columbia, a territory of the United States, or a province of Canada, or otherwise authorized to practice law in any other nation. Criteria for membership shall include, but not be limited to, the requirements that:

(1) the attorney and the attorney's law practice are reputed, and continue to be of the highest standards of ethics, competence, and professionalism;

(2) the attorney complies with the Code of Ethics, Grievance Procedures, and these Bylaws;

(3) the attorney has acted as counsel in at least:

(i) twenty-five (25) adoption proceedings five (5) of which must have involved interstate compact placements, or for attorneys not licensed to practice within a state of the United States, the District of Columbia, or a territory of the United States, five (5) of which must have involved international placements with a United States component; or

(ii) twenty-five (25) diverse assisted reproductive technology matters as defined in Section 4 of this Article;

(4) the attorney is proficient in the English language; and

(5) the attorney has engaged in the practice of law for at least three (3) years.  
(4/15) (5/16)

(b) Provisional membership includes the following benefits and restrictions:

(1) the attorney may access the Academy website Member Area;

(2) the attorney may access the Academy Listserv to review informational postings, but shall not have informational posting privileges;

(3) the attorney may be listed in a separate "Provisional Member" section of the Academy website Member Area;

(4) the attorney shall not attend or vote at Academy business meetings;

(5) the attorney shall not hold office or serve on the Board of Trustees;

(6) the attorney shall not be listed in the Academy's public print directory;

(7) the attorney shall not be listed in the Public Area of the Academy website directory;

(8) the attorney shall not advertise or otherwise hold himself or herself out to the public as associated with the Academy in any manner until he or she becomes a Fellow except where it is either legally required such as in connection with litigation in which the attorney is deposed as a witness or testifies in court, or as part of a response to a conduct inquiry from state bar or legal entities or for professional liability insurance applications. Other than in these circumstances or as otherwise required by law, the provisional member shall be prohibited from disclosing provisional membership status. Any violation of this requirement shall result in immediate termination of provisional membership and a permanent bar to Academy membership; and

(9) the attorney may be a provisional member of the Academy for no more than five (5) years. (4/15) (5/16)

## **Section 12. Admission to Provisional Membership.**

(a) Any person desiring to become a provisional member shall file with the President a written application for provisional membership in such form as may be prescribed by the Board of Trustees. (5/14) (4/15) (5/16)

(b) In order to apply for provisional membership, an attorney must complete a written membership application on a form prescribed by the Board of Trustees, which form shall include a provision pursuant to which the applicant agrees to waive any claim which the applicant may have against the Academy resulting from, or in any manner relating to, the applicant's denial of provisional membership. (5/14) (5/16)

(c) Invitation to provisional membership shall be within the sole discretion of the Board of Trustees and shall be by invitation only. Invitations may be issued only by majority vote of the members of the Board of Trustees. (5/14) (4/15) (5/16)

**Section 13. Continuing Provisional Membership.**

(a) Provisional members are encouraged to attend all Annual Conferences. Attendance at the next Annual Conference after admission as a provisional member shall be mandatory. (5/14) (5/16)

(b) Provisional members shall be required to attend at least two (2) Academy conferences, whether Annual Meetings or adoption-themed Mid-Year Meetings within three (3) years of becoming provisional members and at least one (1) Annual Meeting every two (2) years thereafter. (5/14) (4/15) (5/16)

(c) Failure to meet attendance requirements shall be grounds for termination of provisional membership by the Board of Trustees; provided however, upon application to the Board of Trustees, a provisional member may be excused from the requirements of this section for good cause and upon meeting such further reasonable conditions as may be imposed by the Board of Trustees. (5/14) (4/15)

(d) Good cause shall be determined based upon the reason for a provisional member's failure to meet the attendance requirements and upon consideration of other relevant factors. (5/14) (4/15)

(e) The attorney must serve actively on at least one (1) Academy committee. (5/14) (4/15) (5/16)

(f) At the time of renewal of provisional membership each year, a provisional member shall affirm in writing on a form prescribed by the Board of Trustees, that the provisional member will fully cooperate in an investigation of the circumstances of any lawsuit, disciplinary action, or investigation by a professional association, or settlement of a claim instituted against the provisional member, or of any allegation of a violation of the Code of Ethics, Grievance Procedures, or these Bylaws, to the extent that provision of information requested in the investigation is not in violation of the disciplinary rules in the provisional member's jurisdiction. (5/14)

(g) At the time of renewal of provisional membership each year, a provisional member shall disclose in writing on a form prescribed by the Board of Trustees, the status of any lawsuits, disciplinary actions, or investigations by professional associations, or settlements of claims instituted against the provisional member relating to the provisional member's practice of law during the prior year, as well as the current status of any lawsuits or disciplinary actions pending from a prior year. The provisional member shall append the findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, or investigation by professional associations and settlement of claims. (5/14)

#### **Section 14. Provisional Member's Admission to Fellowship.**

A provisional member may be admitted as a Fellow of the Academy upon satisfying the current admission requirements for Fellowship set forth in these Bylaws at the time of application for such membership. In order to advance, the provisional member must submit an application form with the required full application fee, evidence of the applicant's effort to develop mentoring relationships with Academy Fellows, and positive recommendations for admission by at least three (3) Fellows of the Academy. The Board of Trustees in its discretion may deem such admission appropriate and issue an invitation to Fellowship in accordance with Article IV, Section 3 of these Bylaws. (5/14) (4/15) (5/16)

#### **Section 15. Academy Dues.**

(a) The annual dues for Regular members of the Academy shall be established by the members at the Annual Meeting of the year preceding the calendar year for which such dues shall be payable. The AAARTA dues for Regular members of AAAA, who also are Regular members of AAARTA, shall be substantially less than the dues paid by AAARTA only members. The annual dues for provisional members of AAAA shall be fifty (50%) percent of the amount established for the annual dues for Fellows of AAAA. Should the members fail to establish annual dues for any calendar year, the annual dues payable by members shall be the same as those payable during the preceding calendar year. (5/90) (5/92) (4/09) (5/14) (5/16)

(b) All dues shall be payable in advance on or before December 1st in each year. The Board of Trustees shall have the power to remit or waive dues of any member or members, in whole or in part. (5/90) (4/00) 5/16)

(c) After due notice, any member failing to pay the requisite annual dues by December 31st, shall be terminated from membership and removed from the Academy's membership roster. (5/90) (4/00)

(d) Dues for new members shall be prorated on a six (6) month basis. For example, if an individual is accepted for membership after June 30th of any year, the first year's annual dues for such new member shall be fifty percent (50%) of the annual dues established for the year of acceptance to membership. (5/91)

#### **Section 16. Code of Ethics and Grievance Procedures**

(a) The Academy shall maintain an Academy Code of Ethics for AAAA and AAARTA for its members in order to further the cause of ethical adoption and assisted reproductive technology law. (4/15) (5/16)

(b) All members of the Academy shall be bound by, and shall agree to follow the Academy Code of Ethics when providing representation in adoption or assisted reproductive technology matters, respectively, whether a member of AAAA, AAARTA, or both. (4/15) (5/16)

(c) The Academy shall maintain Grievance Procedures to enforce the Academy Code of Ethics and these Bylaws, and to discipline any Academy member found to have committed misconduct. (4/15) (5/16)

**Section 17. Reported Violations.**

In the event any member is reported to an Officer or Trustee for violation of the Code of Ethics, Grievance Procedures, or these Bylaws (except Article IV, Sections 2, 6, 7, 13, and 15), such report shall be addressed under the Grievance Procedures. (5/92) (4/00) (5/08) (4/09) (5/14) (4/15)

**Section 18. Termination of Academy Membership.**

(a) The disbarment or actual suspension from the practice of law, conviction of a felony, or conviction of a misdemeanor involving moral turpitude, shall terminate a member's membership in the Academy, unless substantial mitigating circumstances exist. (5/08)

(b) Failure to comply with the Code of Ethics, Grievance Procedures, or these Bylaws may be grounds for termination in accordance with Sections 2, 6, 7, 13, and 15 of this Article with respect to the subject matter of those Sections, and with Section 17 of this Article with respect to all other matters covered by these Bylaws. (4/98) (4/00) (5/08) (4/15)

(c) Failure to provide information required or providing false or misleading information on the initial application form or the membership renewal form may be grounds for termination in accordance with Section 17 of this Article. (5/93) (4/15)

**Section 19. Designation of Academy Fellows.**

A Regular member of AAAA, other than a provisional member, shall be designated as a "Fellow of the American Academy of Adoption Attorneys" and a Regular member of AAARTA shall be designated as a "Fellow of the American Academy of Assisted Reproductive Technology Attorneys" (or both, if the member holds dual membership in the Academy), for all purposes under the Bylaws, the Code of Ethics, and the Grievance Procedures. A member of only AAAA or AAARTA may not represent that he or she is a member of the other, including the use of the Fellow designation, logos, or other similar identifying connotations. A member agrees immediately to cease to represent himself or herself as a Fellow or to use Fellow designation, logos, or other similar identifying connotations upon termination or suspension from membership. A provisional member of AAAA shall not represent that he or she is a member of AAAA except under the limited circumstances provided for under Article IV, Section 11 of these Bylaws and shall not use in any manner or for any purpose the Fellow designation or AAAA logo. (5/07) (5/08) (4/09) (5/14) (4/15)

**Article V**  
**Meetings of members**

**Section 1. Annual Meeting.**

The Academy shall hold an Annual Meeting of members in its principal office on the first Saturday of May of each year, unless the Board of Trustees designates a different date, time and place. (5/90)

**Section 2. Special Meetings.**

The Academy may hold special meetings of members upon the call of the President or the Board of Trustees. The President shall call a special meeting upon written request therefore signed by twenty-five percent (25%) of the members of the Academy. (5/90) (2/92) (5/92)

**Section 3. Presiding Officer.**

At all meetings of the Academy, the President, or in the absence of the President, then the President-Elect, then the Vice President, or in the absence of all of them, any member selected and designated by the Board of Trustees, shall preside. (5/90) (4/15)

**Section 4. Notices.**

Whenever members are required or permitted to take action at a meeting, a notice shall be sent to each member of the Academy at his or her address as it appears on the records of the Academy or via the Academy Listserv. Notices of meetings of members may be contained in any official publication of the Academy. All notices of meetings of members shall be sent in accordance with this section, not less than ten (10) nor more than ninety (90) days before the date of such meeting. The notice shall specify the place, date and hour of the meeting and the general nature of the business to be transacted. (5/90)(4/13)

**Section 5. Quorum.**

(a) Twenty-five percent (25%) of the members who are eligible to vote shall constitute a quorum for the conduct of business at any meeting of the Academy. (5/90) (5/08)

(b) The members present at duly-called or duly-held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum, except for Bylaw amendments which are governed by Article XI. (5/90) (5/08)

**Section 6. Rules of Order.**

Except as otherwise provided by these Bylaws, meetings of the Academy shall be conducted in accordance with "Robert's Rules of Order," latest revision. At all meetings of the Academy, the order of business shall be prescribed by the Presiding Officer. (5/90)

## **Article VI** **Trustees**

### **Section 1. Board of Trustees.**

(a) The Academy shall have a Board of Trustees consisting of thirteen (13) members, all of whom shall be Regular members of the Academy. (5/16)

(b) The elected officers, President, President-Elect, Vice President, Immediate Past President, Director of Adoption, and Director of AAARTA, shall be members of the Board for the duration of his or her respective term of office. The President shall remain on the Board for the immediate year following his or her term of office as Immediate Past President. The members of the Board of Trustees shall be elected by and from members of the Academy for two-year terms; provided, however, Trustees may not be elected for more than two (2) terms consecutively; provided that the President, President-Elect, Vice President, Immediate Past President, the Director of Adoption, and the Director of AAARTA shall be permitted to serve their respective terms consecutively following one (1) or two (2) terms as Trustees; and further provided, however, that to the extent possible:

(1) at least two (2) members of the Board of Trustees, excluding officers, shall be nominated from each of the several regions set forth below; and

(2) one (1) at large member who may be nominated from any region. (4/15)  
(5/16)

**East Region – US:** Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Rhode Island, South Carolina, Vermont, Virginia, Atlantic Territories (e.g. Puerto Rico, U.S. Virgin Islands); **International:** North America-Canada: Maritime Provinces, Quebec; and Europe/Middle East/Africa.

**Central Region – US:** Alabama, Arkansas, Kentucky, Illinois, Indiana, Iowa, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Pennsylvania, South Dakota, Tennessee, West Virginia, Wisconsin; **International:** North America-Canada: Manitoba, Saskatchewan, Ontario; and Central and South America.

**West Region – US:** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nevada, New Mexico, Oklahoma, Oregon, Texas, Utah, Washington, Wyoming, Pacific Territories (e.g. Guam, Northern Marianas, and American Samoa); **International:** North America-Canada: Alberta, British Columbia, Arctic Territories; and Asia/Australia.

(c) The Board of Trustees shall conduct, every four (4) years in years evenly divisible by four (4), a review of the number and the composition of the regions as set forth herein and shall be authorized to adjust same such that the regions reflect an equitable

distribution of the membership and the national and international purposes of the organization.<sup>2</sup> (5/91) (5/93) (5/97) (4/98) (4/02) (4/06) (5/16)

### **Section 2. Powers and Duties.**

The Board of Trustees shall manage the affairs of the Academy in accordance with these Bylaws. (5/90)

### **Section 3. Meetings and Quorum.**

The Board of Trustees shall meet at least twice annually and shall keep a record of its proceedings. It shall make its own rules as to times, places and notices of meetings. Seven (7) Trustees shall constitute a quorum. Special meetings of the Board of Trustees may be held and votes taken in person, by telephone conference, or internet conference, email, Listserv or similar electronic means, as shall be determined from time to time by the Board of Trustees. (5/90) (4/94) (4/98) (4/02) (4/13) (5/16)

### **Section 4. Vacancies.**

Vacancies in any office, subject to Article VII, Section 1(b), or in the position of Trustee may be filled by the Board of Trustees, and each person so appointed shall serve the balance of the term and until the installation of a successor. (5/90) (4/95) (4/15)

### **Section 5. Attendance.**

Absent good cause, it shall be the responsibility of each Trustee to attend every meeting of the Board. (5/90) (5/16)

### **Section 6. Compensation for Travel Expense.**

The reasonable expenses incurred by a Trustee attending a Board Meeting (other than the Annual Meeting) as approved by the policy of the Board of Trustees shall be paid by the Academy. (5/90) (5/05)

### **Section 7. Rules and Regulations.**

The Board of Trustees shall have the power to formulate and adopt rules and regulations to effectuate the reasonable intent of this Article. (5/90)

### **Section 8. Removal of Officer or Trustee**

The Board shall have the authority to remove an officer or a trustee for good cause by a three-quarter (3/4) vote of the Board of Trustees. Any such vacancy shall be filled in accordance with Section 4 of this Article. (5/16)

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<sup>2</sup> Regions adjusted by Board of Trustees, February, 2016.

## **Article VII Officers**

### **Section 1. Elected Officers.**

(a) The Academy shall have a President, a President-Elect, a Vice President, an Immediate Past President, a Director of Adoption, and a Director of AAARTA:

- (1) The President shall be elected for a term of one (1) year;
- (2) The President-Elect shall be elected for a term of one (1) year and shall succeed to the office of the President for a one (1) year term;
- (3) The Vice President shall be elected for a term of one (1) year;
- (4) The Director of Adoption<sup>3</sup> shall be elected for a term of two (2) years; provided, however, the Director of Adoption may not be elected for more than two (2) terms consecutively; and
- (5) The Director of AAARTA<sup>3</sup> shall be elected for a term of two (2) years; provided, however, the Director of AAARTA may not be elected for more than two (2) terms consecutively. (5/16)

b) **President.** The President shall preside at all meetings of the Academy and appoint all committees and representatives of the Academy authorized in these Bylaws or by the Board of Trustees. The President shall have such powers and perform such other duties of the Academy as are usually possessed or exercised by Chief Executive Officers. The President shall be the Chairperson of the Board of Trustees and the President-Elect, Vice President, Immediate Past President, Director of Adoption, Director of AAARTA, and Trustees report to the President. (5/90) (5/16)

(c) **President-Elect and Vice President.** The President-Elect and Vice President shall perform such duties as are delegated by the President or the Board of Trustees. The President-Elect shall serve as the Grievance Chair. In the absence of the President, the President Elect shall perform the duties of the President. In the absence of the President and the President-Elect, the Vice President shall perform the duties of the President. In the absence of the President, President-Elect and Vice President the duties of the President shall be performed by the person designated by the remaining members of the Board of Trustees. (5/90) (4/96) (5/08) (5/13) (5/16)

(d) **Director of Adoption and Director of AAARTA.** The Director of Adoption and Director of AAARTA shall perform such duties as designated by the President and/or the Board of Trustees. (5/16)

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<sup>3</sup>The Director positions will be staggered with the 2017 Nominating Committee selecting nominees for each position. The initial Director terms shall be: (a) for the Adoption Director, one (1) year as an elected position which may be followed by a second elected term of two (2) years and (b) for the AAARTA Director, two (2) years as an elected position which may be followed by a second elected term of two (2) years. This footnote shall expire on its own terms and shall be stricken upon expiration from Bylaws.

## **Section 2. Appointed Officers.**

(a) The Academy shall have a Treasurer, Secretary and such other officers as the President shall appoint, with the consent of the Board of Trustees. Appointed officers need not be members of the Academy and may be compensated. Such compensation shall be approved by the Board of Trustees. The duties of the appointed officers shall be:

(1) Treasurer. The Treasurer shall supervise the financial records maintained and the financial actions taken by the Academy, periodically review the financial condition of the Academy, make the financial reports to the Board of Trustees and members at such intervals as the Board of Trustees shall direct, and annually obtain an audit of the Academy's financial statement. (5/90) (4/09) (5/07) (5/16)

(2) Secretary. The Secretary shall be Secretary of the Academy and of the Board of Trustees, shall keep an accurate record of all meetings of the Academy and of the Board of Trustees, and shall keep a record of the names and addresses of all members, showing the dates when they became members and the cause and date of termination of membership of those who shall cease to be members (5/90) (5/07) (5/16)

## ***Article VIII Elections***

### **Section 1. Time of Elections.**

The Academy shall hold an election of officers and Trustees which shall take place at the Annual Meeting. The election of officers shall be held first and then the election to fill the balance of the Board of Trustees. The terms of the officers and Trustees elected shall begin at the conclusion of such Annual Meeting. (5/91)

### **Section 2. Nominating Committee.**

(a) The Nominating Committee shall consist of the President-Elect, the President, the Immediate Past President, and six (6) Regular members of the Academy, who are not Officers or Trustees and have been Regular members for not less than five (5) years. The aforesaid six (6) members shall be chosen by lot from those members who request to serve on the Nominating Committee, with two (2) members being chosen from each of the three (3) regions as set forth in Article VI. Should any region or regions not have a member from whom requests to serve on the Nominating Committee are received, the remaining unfilled positions shall be chosen by lot from those initially not chosen from the other regions. The Board of Trustees shall appoint all remaining unfilled Nominating Committee members should there not be a sufficient number of volunteers. However, a person seeking nomination may not serve on the Nominating Committee. If any vacancy on the Nominating Committee is created by operation of the foregoing sentence, by the resignation of a member from the Nominating Committee, or by an inability to serve on or participate in the Nominating Committee meeting, a replacement shall be chosen in accordance with the requirements of this section. (5/91) (5/92) (5/97) (4/15) (5/16)

(b) Not less than ninety (90) days prior to the Annual Meeting, the President shall solicit requests for volunteers from the Regular membership of the Academy to serve on the Nominating Committee. Members who want to serve on the Nominating Committee shall inform the President in writing no later than seventy-five (75) days prior to the Annual Meeting. The members of the Nominating Committee shall be selected and notified no less than sixty (60) days prior to the Annual Meeting (4/15) (5/16)

(c) Each eligible Academy member seeking election to the offices of President-Elect, Vice President, Director of Adoption, Director of AAARTA, or Trustee must submit a declaration of intent, biography, and professional resume to the Nominating Committee no later than sixty (60) days before the Annual Meeting. (5/91) (4/15) (5/16)

(d) From the nominations received, the Nominating Committee shall propose a slate of candidates for Officers, Directors and/or Trustees, to be voted upon at the Annual Meeting. The Nominating Committee shall meet (telephonically or electronically) and forward its slate of nominees to the President no later than forty-five (45) days before the Annual Meeting. (5/91) (5/92) (4/15) (5/16)

(e) The Nominating Committee shall present a slate consistent with the requirements of Article VI, Section 1 to the extent possible. The Nominating Committee shall endeavor or make reasonable efforts to propose a slate of candidates representing each of the regions. (5/93)

(f) No less than thirty (30) days before the Annual Meeting, a list of all nominees and their submissions shall be made available to Academy members. Individual nominees not selected for the slate may request deletion from the list. This list shall also set forth the slate of candidates proposed by the Nominating Committee. (5/91) (4/13) (5/16)

## ***Article IX***

### ***Indemnification of trustees, officers, and agents***

#### **Section 1. Right of Indemnification.**

The Academy shall reimburse, indemnify and hold harmless each Trustee, officer and employee of the Academy and may reimburse, indemnify and hold harmless agents of the Academy from and against all claims, liabilities, fines, costs, judgments, fees, settlements and expenses of each person which arise in whole or in part by reason of being or having been a Trustee, officer, employee or agent of the Academy if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Academy. (5/90) (10/91)

#### **Section 2. Purchase of Insurance.**

The Academy is authorized to purchase insurance for its Trustees, officers, employees and agents protecting them against liabilities and expenses described herein, and the limitation on the payment of indemnification set forth above shall not apply to limit the

conditions under which any amount of insurance proceeds may be paid to any Trustee, officer, employee or agent. (5/90)

## **Article X Committees**

### **Section 1. Committees.**

The Academy shall have the following standing committees: CLE/Education, Finance, and Governance. The President may create such special committees, or eliminate any existing special committees as the President may from time to time deem desirable. (5/90) (5/16)

### **Section 2. Public Statements.**

Except as otherwise provided in these Bylaws, no committee shall commit the Academy, or take action in the name of the Academy, or make public statements in the name of the Academy, without first obtaining approval of the President or following such procedure as the Board of Trustees may from time to time adopt. A committee may make public statements on its own only after obtaining approval from the President or following such procedures as the Board of Trustees may from time to time adopt. (5/90) (10/91)

### **Section 3. Appointments.**

The President shall have authority to appoint and remove all committee members and appoint and remove the chairpersons of all committees. (5/90)

### **Section 4. Duties.**

The duties of each standing committee shall be those prescribed by the Board of Trustees and of each special committee shall be those prescribed by the President. Each standing or special committee shall have the power to fix its own time and place of meetings, and to adopt rules for its own conduct and course of proceedings consistent with these Bylaws and any guidelines issued by the Board of Trustees, or as to special committees, the President. Each committee shall keep a record of all of its proceedings. (5/90)

## **Article XI Amendments to Bylaws, Code of Ethics, and Grievance Procedures (4/15)**

These Bylaws, Code of Ethics, and Grievance Procedures may be amended by any one of the following methods:

### **Section 1. Regularly Scheduled Board of Trustees Meetings.**

Any member of the Board of Trustees may propose an amendment to the Bylaws, Code of Ethics, and Grievance Procedures by written or oral motion at a regularly scheduled meeting of the Trustees. The Board of Trustees by majority vote may adopt, reject or amend such proposed amendment. Once approved by a majority of the Board of Trustees, such amendment to become effective must be approved either (1)

by a majority of the Academy membership as a whole by written ballot (by mail, email, or fax), or (2) once a quorum has been established, by a two-thirds (2/3) vote of the members present and voting at the business meeting of the next Academy Annual Meeting. (5/97) (5/08) (5/10) (4/15)

### **Section 2. Non Regularly Scheduled Meetings.**

Any twenty-five (25) members of the Academy or any three (3) members of the Board of Trustees may file with the President a written proposal for amendment of any Bylaw, Code of Ethics, and Grievance Procedures. The President shall promptly submit a copy of each such written proposal for amendment to each Trustee. The Board of Trustees by majority vote (in person, by telephone conference, by fax, internet conference, email, Board Listserv, or similar electronic means, as shall be determined from time to time by the Board of Trustees), may adopt, reject or amend such proposed amendment. Once approved by a majority of the Board of Trustees, such amendment to become effective must be approved either (1) by a majority of the Academy membership as a whole by written ballot (by mail, email, or fax), or (2) once a quorum has been established, by a two-thirds (2/3) vote of the members present and voting at the business meeting of the next Academy Annual Meeting. (5/97) (4/98) (5/08) (4/15)

### **Section 3. Regularly Scheduled Annual Academy Business Meeting.**

Any member of the Academy may propose a Bylaw, Code of Ethics, and Grievance Procedures amendment to be considered at the next Academy Annual Business Meeting. Any such proposal must be submitted by fax, email and/or posted in the newsletter, to the Academy membership at large at least thirty (30) days prior to the business meeting, and thereafter may not be amended. Such proposed amendment to become effective must be approved once a quorum has been established, by a two-thirds (2/3) vote of the members present and voting at the business meeting of such next Academy Annual Business Meeting. (5/97) (5/08)(5/10) (4/15)

## ***Article XII Nondiscrimination***

Membership in the Academy shall not be restricted on account of discrimination against any person or group on the basis of race, color, sex, sexual orientation, age, religion, national origin, marital status, political belief, or physical handicap. (5/90) (10/91)

## ***Article XIII Resolutions***

At any meeting, the Board of Trustees by majority vote of all of the Trustees present may adopt resolutions, which shall become the official position of the Academy on certain issues.

In the discretion of the Board of Trustees, a proposed resolution may be presented to the membership at the next Academy Annual Meeting and shall be adopted or rejected by a majority of those members voting. (4/15)

In the discretion of the Board of Trustees, a proposed resolution may be mailed, faxed, or emailed through the Academy Listserv to the membership and shall be approved or rejected by a majority of those members voting. (4/96) (4/02)

## **Article XIV**

### **Member Communications**

#### **Section 1. Means of Communication.**

The Academy may use or establish one or more means of electronic or fax communications for use by members, including internet website communications and Listservs. No member may use such Academy established means of communication for any purpose other than Academy business or professionally related correspondence. No member shall disparage any other person in any transmission sent by means of Academy established means of communication. (7/99) (4/15)

#### **Section 2. Confidentiality of Communications.**

The Academy has established a Listserv system for notifying the membership of Academy business and professionally-related matters of interest to the membership at large. This may be supplemented or replaced by other electronic means of communication, including Listservs, Adoption-ART Forum, and other internet communication means. Regardless of the means of communication used, such transmissions are for Academy members only and may not be copied or forwarded to nonmembers without prior consent from the Board of Trustees. Further, the information in such transmissions shall be treated as confidential and may not be discussed with persons who are not members of the Academy except in the context of professional representation of a client. This confidentiality provision shall also apply to information a member may possess that results from a posting on the Listserv, Adoption-ART Forum or other Academy-established means of communication. (7/99) (4/15)

#### **Section 3. Notices to Members.**

(a) Except as otherwise specifically provided to the contrary in these Bylaws, any notice to the membership required or permitted by these Bylaws shall be deemed effectively given upon deposit with the United States Postal Service, postage prepaid, and addressed to the member at the last known address for the member as recorded in the membership list maintained by the Treasurer of the Academy, or upon being faxed, emailed or sent through the Academy Listserv. (4/00) (4/02) (4/15)

(b) It shall be the responsibility of each member to inform the Treasurer of the Academy of any changes to the member's address, telephone number, fax number, and email address. (a) Except as otherwise specifically provided to the contrary in these Bylaws, any notice to the membership required or permitted by these Bylaws shall be deemed effectively given upon deposit with the United States Postal Service,

postage prepaid, and addressed to the member at the last known address for the member as recorded in the membership list maintained by the Treasurer of the Academy, or upon being faxed or emailed through the Academy Listserv. (4/00)  
(4/02)