

**BYLAWS OF THE ACADEMY OF ADOPTION
AND ASSISTED REPRODUCTION ATTORNEYS, INC.**
(Revised August 2020)

Article I
Name and place of business

Section 1. Name.

The name of this organization shall be the Academy of Adoption and Assisted Reproduction Attorneys, Inc., which shall also be known as AAAA. There are two practice areas within AAAA, the Adoption Law Practice Area ("ADOPT") and the Assisted Reproductive Technology Law Practice Area ("ART"). Both practice areas shall be fully governed by these Bylaws, the Code of Ethics and the Grievance Procedures. All references in these Bylaws to "AAAA" shall include "the Academy" and shall also include both ADOPT and ART. (5/90) (2/92) (5/92) (4/09) (4/15) (5/17)

Section 2. Principal Office.

For purposes of AAAA's nonprofit legal registration, the principal office for the transaction of business of AAAA 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 Agent.

For purposes of AAAA's nonprofit legal registration, AAAA shall maintain within the District of Columbia a registered agent as may be appointed from time to time by the Board of Trustees. (2/92) (5/92) (4/15). AAAA shall register to conduct business in any state in which it maintains a physical office.

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 AAAA 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 AAAA is able to effectively advance its purpose, AAAA 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 eight (8) categories within the two (2) classes of membership: (a) the Regular class of members shall include Regular, Provisional, Senior, Inactive, and Retired members; and (b) the Honorary class of members shall include Judicial, Honorary, and Honoree members.

Section 1. Regular AAAA Membership

- (a) A member of the Regular class of AAAA, other than a Provisional member, shall be designated as a "Fellow of the Academy of Adoption and Assisted Reproduction Attorneys" for all purposes under the Bylaws, the Code of Ethics, and the Grievance Procedures. A Provisional member of AAAA shall not represent that the member is a Fellow of AAAA except under the limited circumstances provided for under Article IV, Section 9 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)
- (b) 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 the attorney has achieved special competence in, or made significant contributions to, the advancement of adoption law or procedure, that attorney may be invited to admission by a vote of three-quarters (3/4) of the Board of Trustees, or
 - (4) 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, that attorney 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) and,

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

(6) the attorney is recommended for admission into AAAA by a member of AAAA whose practice encompasses adoption or assisted reproductive technology law and who has personal knowledge of the attorney's practice and qualifications.

(7) 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)

(c) 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)

(d) At the time of renewal of membership each year, the member shall disclose to AAAA's Board of Trustees, in writing in the English language on a form prescribed by the Board of Trustees, the status of any lawsuits, disciplinary actions, investigations by professional associations or law enforcement agencies, or settlements of claims instituted against the member relating to the member's practice of law during the prior year, no matter the jurisdiction, as well as the current status of any lawsuits, disciplinary actions, or investigations pending from a prior year. The member shall append to the renewal form the complaint or initial pleading, findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, investigation by professional associations, or settlement. (4/09) (5/18)

(e) 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 AAAA at the next AAAA Annual Meeting following the return to Regular membership. Failure to attend the required course credit and to attend AAAA 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 AAAA shall be required to: (1) attend at least one (1) AAAA 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 at the AAAA 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 at the next Annual Meeting following their admission. Newly admitted members of AAAA 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 members who, unless otherwise exempt under these Bylaws, have not attended at least seven (7) hours of continuing legal education (CLE) sessions offered at an AAAA Annual Meeting or Mid-Year Meeting over a period 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)(8/20)
- (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 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 AAAA, 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 AAAA resulting from, or in any manner relating to, the applicant's denial of membership in AAAA. (4/95)
- (c) Membership in AAAA 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. Senior Membership.

(a) A Senior member is a Regular member who:

- (1) At the time of application for Senior membership, has been a member in good standing of AAAA and of the relevant state bar(s) for at least fifteen (15) years or in the instance of an ART only member, was admitted to AAAA in 2009 or 2010;
- (2) Has attained the age of sixty-eight (68) by December 31st in the year preceding the request for Senior Membership;
- (3) Is semi-retired from the member's 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.¹ (5/16)(5/19)

(b) Senior members shall be granted all privileges of a Regular member. Senior

¹ 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 AAAA President accordingly and automatically return to Regular membership upon the next annual renewal."

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 5. 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, 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 AAAA. (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 AAAA. 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. This designation shall entitle the members to be included in the membership directory. Advertisements shall be limited to "Honorary Member/Honoree, Academy of Adoption and Assisted Reproduction Attorneys during the time period that they are Honorary members or Honorees. Such advertisements shall further provide: "Honorary Membership in AAAA 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 AAAA and a current member of the relevant 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 the member 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 during which one can be an Inactive member: thereafter, if the member has not returned to active status, membership in AAAA 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 AAAA 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 AAAA, nor shall they be entitled to hold office in AAAA, nor serve on the Board of Trustees. An Honorary member or Honoree shall be entitled to the designation of "Honorary Member/Honoree, Academy of Adoption and Assisted Reproduction Attorneys". (4/15)

Section 6. Sustaining Academy Membership.

A Regular member of AAAA 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 the membership directory and to include "Sustaining Member, Academy of Adoption and Assisted Reproduction Attorneys", and any other benefits as may be conferred by the Board from time to time. (5/93) (5/97) (4/00) (4/09) (4/15)

Section 7. Retired Member

A Retired member is one not engaged in the active practice of law who has made such request to change the member's 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 AAAA and the relevant 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 8. Judicial Membership.

An invitation to Judicial membership may be extended by the Board of Trustees to fulltime judges or justices who, in the course of performing the duties of their office, may have occasion to consider adoption issues and adoption related matters or reproductive technology issues or related matters. Individuals seeking membership in AAAA under this section shall provide an endorsement from at least one Regular AAAA member; 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 AAAA. 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 AAAA. 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 AAAA, nor shall they be entitled to hold office in AAAA, nor serve on the Board of Trustees. Judicial members are excused from member CLE requirements but encouraged to attend AAAA educational meetings. (5/93) (4/94) (4/96) (4/09) (4/15) (4/17) (5/19) (8/20)

Section 9. 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 AAAA website Member Area;

(2) the attorney may access AAAA 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 AAAA website Member Area;

(4) the attorney may attend, but shall not 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 AAAA's public print directory;

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

(8) the attorney shall not advertise or otherwise indicate to the public any association with AAAA in any way, including the use of the Academy logo until the attorney 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 AAAA for no more than five (5) years. (4/15)(5/16)(5/19)

Section 10. 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 AAAA 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 11. 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 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 to AAAA's Board of Trustees, in writing in the English language on a form prescribed by the Board of Trustees, the status of any lawsuits, disciplinary actions, investigations by professional associations or law enforcement agencies, or settlements of claims instituted against the member relating to the member's practice of law during the prior year, no matter the jurisdiction, as well as the current status of any lawsuits, disciplinary actions, or investigations pending from a prior year. The member shall append to the renewal form the complaint or initial pleading, findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, investigation by professional associations, or settlement. (5/14)(5/18)

Section 12. Provisional Member's Admission to Fellowship.

A Provisional member may be admitted as a Fellow of AAAA 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 AAAA, including a Fellow who chairs or chaired any committee in which the Fellow may have participated. 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 13. Academy Dues.

- (a) The annual dues for Regular members of AAAA 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 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 AAAA's membership roster. (5/90) (4/00)
- (d) Dues for new members shall be prorated as follows: A new member admitted at the winter board meeting shall pay the full 100% of that year's annual dues. A new member admitted after the winter board meeting but prior to June 30th shall pay 50% of that year's annual dues. A new member admitted after June 30th shall pay 25% of that year's annual dues. (5/91)(8/20)

Section 14. Code of Ethics and Grievance Procedures.

- (a) AAAA shall maintain an Academy Code of Ethics for AAAA 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 AAAA shall be bound by, and shall agree to follow AAAA's Code of Ethics when providing representation in adoption or assisted reproductive technology matters. (4/15) (5/16)
- (c) AAAA shall maintain Grievance Procedures to enforce AAAA's Code of Ethics and these Bylaws, and to discipline any Academy member found to have committed misconduct. (4/15) (5/16)

Section 15. 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, 4, 5, 11, and 13), such report shall be addressed under the Grievance Procedures. (5/92) (4/00) (5/08) (4/09) (5/14) (4/15)

Section 16. 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 AAAA, 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, 4, 5, 11, 13, and 18 of this Article with respect to the subject matter of those Sections, and with Section 15 of this Article with respect to all other matters covered by these Bylaws. (4/98) (4/00) (5/08) (4/15) (5/18)
- (c) Failure to provide information required or providing false or misleading information on the initial application form, the membership renewal form, or the ongoing duty to report lawsuits, disciplinary actions, investigations, and settlements form may be grounds for termination in accordance with Section 15 of this Article. (5/93) (4/15)(5/18)
- (d) The effective date of the disbarment, suspension or conviction, as described in Article IV, section 16 of the Bylaws, shall be the effective date of the termination of the member's Academy membership. Upon receiving notice of the disbarment, suspension or conviction, AAAA shall send the member a Notice of Termination of Membership by certified mail to the member's last known address on file with AAAA. (5/18)
- (e) If a member whose membership has been so terminated believes that substantial mitigating factors exist so as to warrant reinstatement, then the member shall submit a written request for reinstatement, together with all materials evidencing the mitigating factors, to the President and Grievance Chair. The request shall be considered by the Board of Trustees and shall be granted upon their majority vote. To be considered, a Request for Reinstatement must be made within thirty (30) days of the effective date of the disbarment, suspension or conviction. (5/18)
- (f) Termination of membership is permanent (unless reinstatement is granted as described above or an invitation for membership is subsequently made following the Member's new application for membership) even if the member's suspension or disbarment is not permanent in duration. (5/18)

Section 17. Designation of Membership, Practice Areas of AAAA Fellows.

- (a) Members shall represent membership only in the area(s) (ADOPT and/or ART) to

which they have been admitted.

(b) Members may only indicate in the AAAA directories specific practice areas that fall within their membership. Adopt only members shall not represent that they are dual members. ART only members shall not represent that they are dual members.

(c) All members agree to immediately cease designating themselves as Fellows or using Fellow designation, logos, or other similar identifying connotations upon termination or suspension from membership. (5/07)(5/08)(4/09)(5/14)(4/15)(8/20)

Section 18. Ongoing Duty to Disclose Lawsuits, Disciplinary Actions, Investigations, and Settlements.

In addition to reporting on the renewal of membership form pursuant to Article IV, Sections 1(d), and 11(g), all Fellows shall have an ongoing duty to disclose to AAAA's Board of Trustees, in writing in the English language on a form prescribed by the Board of Trustees, a decision or verdict in, a lawsuit, disciplinary action, or investigation by a professional association or law enforcement agency, or a settlement of claim, relating to the member's practice of law. The disclosure shall be made within 30 days of said decision or verdict. The Fellow shall append to the prescribed form any complaint or initial pleading, findings, conclusions, and/or judgments or final orders pertaining to each such lawsuit, disciplinary action, investigation, or settlement. The resolution of a matter reported on the form shall be governed by AAAA's normal grievances policies and procedures and its Bylaws. (5/18)

Article V Meetings of members

Section 1. Annual Meeting.

AAAA 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.

AAAA 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 AAAA. (5/90) (2/92) (5/92)

Section 3. Presiding Officer.

At all meetings of AAAA, the President, or in the absence of the President, then the President-Elect, or if unavailable, 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 the relevant address as it appears on the records of AAAA or via AAAA Listserv. Notices of meetings of members may be contained in any official publication of AAAA. All notices of meetings of members shall be sent in accordance with this section, not less than ten 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 AAAA. (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 AAAA shall be conducted in accordance with "Robert's Rules of Order," latest revision. At all meetings of AAAA, the order of business shall be prescribed by the Presiding Officer. (5/90)

Article VI Trustees

Section 1. Board of Trustees.

- (a) AAAA shall have a Board of Trustees consisting of thirteen (13) members, all of whom shall be Regular members of AAAA. (5/16)
- (b) The elected officers, President, President-Elect, Vice President, Immediate Past President, Director of Adoption, and Director of ART shall be members of the Board for the duration of the respective terms of office. The President shall remain on the Board for the immediate year following the term of office as Immediate Past President. The members of the Board of Trustees shall be elected by and from members of AAAA 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 ART 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.² (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 AAAA 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)

² Regions adjusted by Board of Trustees, February, 2016.

Section 6. Reimbursement 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 AAAA. (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)

Article VII Officers

Section 1. Elected Officers.

- (a) AAAA shall have a President, a President-Elect, a Vice President, an Immediate Past President, a Director of Adoption, and a Director of ART:
- (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 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 ART shall be elected for a term of two (2) years; provided, however, the Director of ART may not be elected for more than two (2) terms consecutively. (5/16)
- (b) **President.** The President shall preside at all meetings of AAAA and appoint all committees and representatives of AAAA authorized in these Bylaws or by the Board of Trustees. The President shall have such powers and perform such other duties of AAAA 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 ART, 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 ART.** The Director of Adoption and the Director of ART shall perform such duties as designated by the President and/or the Board of Trustees. (5/16)

Section 2. Appointed Officers.

(a) AAAA 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 AAAA 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 AAAA, periodically review the financial condition of AAAA, make the financial reports to the Board of Trustees and members at such intervals as the Board of Trustees shall direct, and obtain an audit of AAAA's financial statement at least once every three years.

(5/90) (4/09) (5/07) (5/16)(5/17)

(2) **Secretary.** The Secretary shall be Secretary of AAAA and of the Board of Trustees, shall keep an accurate record of all meetings of AAAA 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.

AAAA shall hold an election of officers and Trustees that 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. If a regularly scheduled Annual Meeting cannot be held in person, the election may be held electronically, no later than May 30th of that year, with notice requirements the same as for a regular Annual Meeting. (5/91)(8/20)

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 AAAA, 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 AAAA 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 ART, 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. The Nominating Committee must present a full slate of candidates. If insufficient declarations are received to fill the open positions, the Nominating Committee shall solicit at least one candidate for each position lacking a nominee. Any candidate solicited by the Nominating Committee shall submit a declaration of intent, biography, and professional resume for publication upon agreeing to become a nominee. (5/91) (5/92) (4/15) (5/16) (5/17)
- (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. Nominating Committee shall remain in place until the election and the Nominating Committee, in the absence of Fellows who

previously submitted a letter of intent, shall retain authority to nominate candidates in the event of a vacancy on the slate prior to the annual meeting. Information on said new nominee shall be disseminated as soon as practical. (5/93) (5/19)

(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)

(g) Should a candidate withdraw the candidate's name from the slate before the election, the Nominating Committee shall reconvene to nominate another candidate to fill said vacancy. In selecting such candidate, the Nominating Committee shall adhere to the procedures set forth in this Article to the extent practicable. Notwithstanding the forgoing, as soon as practicable, the Nominating Committee shall present its new slate to the President and the President shall announce and make such slate available to Academy members. (5/19)

Article IX **Indemnification of trustees, officers, and agents**

Section 1. Right of Indemnification.

AAAA shall reimburse, indemnify and hold harmless each Trustee, officer and employee of AAAA and may reimburse, indemnify and hold harmless agents of AAAA 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 AAAA if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of AAAA. (5/90) (10/91)

Section 2. Purchase of Insurance.

AAAA 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.

AAAA shall have the following standing committees: CLE/Education, Finance, Governance, Legislative, Site Selection and Governmental Affairs. 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) (5/19) (8/20)

Section 2. Public Statements.

Except as otherwise provided in these Bylaws, no committee shall commit AAAA, or take action in the name of AAAA, or make public statements in the name of AAAA, 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 statement 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 AAAA 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 AAAA 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 AAAA 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 AAAA may propose a Bylaw, Code of Ethics, and/or Grievance Procedures amendment to be considered at the next Academy Annual Business Meeting. Any such proposal must be submitted to the AAAA membership at large by posting on the AAAA listserv and on the "Fellows Only" Section of the AAAA website 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 Business Meeting. If a regularly scheduled Academy Annual Business Meeting cannot be held in person, the Board of Trustees may schedule an electronic vote on proposed amendments to the Bylaws, Code of Ethics, and/or Grievance Procedures, with notice requirements the same as for a regularly scheduled business meeting; a two-thirds (2/3) vote of the voting membership is required for approval of such amendment. (5/97)(5/08)(5/10)(4/15)(8/20)

Article XII Nondiscrimination

Membership in AAAA 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 AAAA 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 AAAA 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.

AAAA may use or establish one or more means of electronic communications for use by members, including 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.

AAAA 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 AAAA 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 Secretary of AAAA, or upon being emailed or sent through AAAA Listserv. (4/00)(4/02)(4/15)(8/20)

(b) It shall be the responsibility of each member to inform the Secretary of AAAA of any changes to the member's address, telephone number, fax number, and email address. (4/00)(4/02)(8/20)