

**National Association of State Adoption Programs
By-Laws
As Amended November 20, 2014**

ARTICLE 1

Name and Principle Office

- a. The name of this organization shall be the National Association of State Adoption Programs, Inc.
- b. The principle office of the Association shall be located at the work location of the President of the Association.

ARTICLE 2

Purpose

The purpose of the National Association of State Adoption Programs, Inc. shall be to provide a forum in which State Adoption Program Managers can pool their expertise and to promote networking activities as an association with other direct child welfare entities and individual professionals so that each state can develop and maintain an efficient, state of the art adoption program [as amended 1.24.03].

ARTICLE 3

Membership and Voting Rights

- a. All States, the District of Columbia, and United States Territories are eligible to be members of the Association. The representatives to the Association shall be the State Adoption Program Manager or the state equivalent. In the event a State cannot send their State Adoption Program Manager or the state equivalent, the Executive Committee has the discretion to invite the Adoption Manager [or equivalent] of a county adoption program located in that State.
- b. Each State, the District of Columbia and each Territory shall have one vote. If a County Adoption Manager is attending the annual meeting for a State Adoption Manager, the State retains the right to vote. The State may delegate this authority to the County by providing written consent.
- c. Honorary membership may be awarded periodically to up to two [2] national child welfare organizations involved in adoption. They may be nominated by the Executive Committee and confirmed by an affirmative vote of the majority of the members of the Association. At the discretion of the Executive Committee this membership status may include attending annual working meetings, teleconferences and receiving mailings. This membership is for a term of up to two [2] years ending December 31, and does not include voting rights. Honorary members will be required to sign a confidentiality statement to protect the integrity of the association.

ARTICLE 4

Officers

- a. The President shall be the Chief Executive of the Association. The President shall preside at all meetings of the membership and at the Executive Committee meetings.
- b. The Vice President shall act as president during the absence or disability of the president. The Vice President shall be responsible for the planning of the annual work meeting for the Association as directed by the Executive Committee and Planning Committee. The Vice President shall also perform any duties as assigned by the President.

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- c. The Secretary shall act as clerk of all meetings of the members and the Executive Committee. The Secretary shall keep a record of all proceedings of each meeting for inspection by the members. NASAP meeting minutes, By-Laws and Goals and Objectives will also be archived on the NASAP website.
- d. The Treasurer shall be responsible for monitoring the custody of all Association funds. Funds shall be kept and handled at a banking institution as determined by the Executive Committee. The Treasurer shall present at each meeting of the membership a complete financial statement of the Association funds.
- e. The term of the offices shall be for two years ending on December 31.
- f. After leaving office, each shall deliver all books and/or records to the incoming officers within one month of the election. The Executive Committee will have the financial records reviewed by an auditing committee annually.
- g. The offices of President, Vice President, and Secretary shall not be held by one person for a second two year consecutive term. The office of the Treasurer may be held for two consecutive two-year terms.
- h. Only State Adoption Program Managers or the state equivalent shall be eligible to be officers unless a State delegates this authority to a County by providing written consent.
- i. In the event of death, resignation, or incapacity of the President, the Vice President shall become President for the unexpired portion of the term. Vacancies in offices other than the President shall be filled for the unexpired term by the Executive Committee.

ARTICLE 5

Executive Board

- a. The Executive Board shall consist of the Association officers and four (4) members-at-large whom are State Adoption Program Managers or the state equivalent, who are elected by the membership.
- b. The Association President shall act as the Chairperson of the Executive Committee. The Chairperson will abstain from voting except in the case of a tie vote.
- c. The Association immediate past president and/or an immediate past Executive Committee member shall serve as advisors to the President and shall have no voting rights on the Executive Committee.
- d. The Executive Committee shall be responsible to see that all of the requirements of the by-laws and all directives of the membership are faithfully enforced. The Executive Committee shall establish committees as needed.
- e. Meetings of the Executive Committee may be held at the call of the President with one (1) week's notice. A quorum for the transaction of business shall consist of a simple majority of the Executive Committee voting members. Meetings may be held via teleconference. Minutes of the meetings will be provided to all Executive Committee members.
- f. Two members-at-large shall be elected each year.

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- g. The term for members at large shall be two (2) years.
- h. In the initial year of this Association, two (2) members-at-large shall be elected for one (1) year, and two (2) years.
- i. The Executive Committee shall appoint a nominating committee.

ARTICLE 6

Meetings

- a. Meetings of the Executive Committee will be conducted no less than bi-monthly to conduct business. These meetings may be held via teleconference.
- b. The Association's annual meeting will be held at a time and place designated at the previous annual meeting, or by a poll taken of the general membership. Notices will be mailed to each member at least eight (8) weeks prior to the meeting.
- c. A representative from the Children's Bureau and/or other organizations, as determined by the Executive Committee, may be invited to the annual meeting.

ARTICLE 7

Procedures

- a. These by-laws may be amended by a simple majority vote of members present at any membership meeting or by absentee ballot providing that written notice of such proposed amendments is furnished to all members at least thirty (30) days prior to the date of such meeting.
- b. The Executive Committee shall have the power to prescribe rules for conducting of business at all membership meetings.
- c. The Executive Committee shall direct in writing disbursements of all funds over \$500 with approval of expenditure authorization by two current Executive Committee members.

ARTICLE 8

Dissolution

- a. In case of dissolution, the Association, through its officers, is directed to assign all assets to a national non-profit organization recognized as serving the interest of children needing adoption services.

ARTICLE 9

Amendments

The adoption of these by-laws renders null and void any by-laws under which this association previously operated.