

OKLAHOMA ADOPTION COALITION, INC.

By-laws

I. PURPOSE AND GOALS OF OKLAHOMA ADOPTION COALITION, hereinafter referred to as the “Coalition.”

- A. Promote adoption as a positive option for children who need the security of a permanent and nurturing family, for birth parents who believe adoption serves their child’s best interests and for healthy families who desire to create and/or expand their family through adoption.
- B. Promote the best interest of the child as the primary focus of all adoption practices and laws;
- C. Promote a recognition of the rights, responsibilities and needs of all members of the adoption triad;
- D. Promote the use of licensed Child Placing Agencies for the delivery of adoption services;
- E. Promote the development of quality standards for adoption practices within the legal, medical, social work, and mental health professions;
- F. Engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Act of Oklahoma.

II. MEMBERSHIP

A. Membership

1. Regular membership includes the following rights:

- the right to vote in all matters,
- the right to hold office,
- the right to be posted on the Coalition Website
- The right to serve the organization in any capacity with board approval.

Individuals or organizations may be nominated for regular membership by a regular member or may apply for regular membership. Applicants for regular membership shall indicate in writing a willingness to adhere to the Code of Ethics and support for the goals of the Coalition. The Board of Directors shall approve nominees or applicants for regular membership. Regular Membership is open to the following:

- a. Public Adoption Agencies such as the Department of Human Services,
- b. Private Licensed Adoption Agencies,
- c. Representatives of Public Bodies Responsible for Adoption Licensing,
- d. Licensed mental health professionals, whose private practice consists of more than 50% adoption related services, and
- e. Adoption Support Groups who promote adoption as a positive option.

2. Associate Membership includes the following rights:

- the right to serve in OAC activities and/or committees in any capacity with board approval,
- the right to have name posted on the website. Individuals or organizations may be nominated for associate membership by a regular member. Nominees for

associate membership shall indicate in writing a willingness to support the Code of Ethics and support the goals of the Coalition. The Board of Directors shall approve nominees for associate membership. Associate Membership shall be open to the following:

- a. Licensed mental health professionals whose private practice consists of less than 50% adoption related services,
 - b. Law firms or individual attorneys,
 - c. Other child welfare agencies and non-profit children's organizations,
 - d. Oklahoma churches and religious organizations,
 - e. Individuals who are staff members of the Oklahoma Department of Human Services or of private adoption agencies.
 - f. Members of the adoption triad such as adoptive parents, adoptees, or birth parents, who support or promote the cause of adoption.
 - g. Private Home Study Providers.
3. Honorary Membership, which does not include the right to vote, does not include the right to hold office, nor require the payment of dues, shall be open to persons elected by the Board of Directors based upon their support of the cause of adoption, service to children and families, and/or support of the Coalition.

B. Membership Responsibilities. All members are responsible to:

1. Pay annual dues. Annual membership dues shall be recommended by the Board and voted on by the membership. The membership year is the calendar year. Dues are payable to the Coalition by the first meeting of the calendar year.
2. Attend a minimum of 50% of the regularly scheduled OAC meetings per year.
- Actively support the activities of the OAC.
4. Adhere to the Code of Ethics and support the purpose and goals of the Coalition.
5. Each member is responsible to report any breach of membership criteria of other members to the Board of Directors.

C. Revocation of Membership. Issues of concern will be discussed and investigated by the Board of Directors, which will include an opportunity for the member to provide information and be heard by the Board of Directors. Any recommendation to revoke a membership requires a majority vote by written ballot during a regularly scheduled meeting. Removal from membership shall be based upon conduct which appears in the judgment of the Coalition to be either: 1) a violation of the organization's Code of Ethics, 2) an incident of serious or repeated violations of licensing standards, 3) being indicted or charged with a felony, 4) being the defendant in a civil suit related to possible adoption malpractice, 5) conduct which appears to be contrary to good adoption practices 6) or failure to meet the membership requirements.

D. Officers. The current Officers shall serve as the nominating committee. Officers are elected by a majority vote of the members present. The nominating committee will present a slate of Officers for election to be held at the May meeting in odd-numbered years. Elected officers will be installed at the following meeting in August. Terms of office are for two (2) years, but officers may be elected to hold more than one term of office.

1. **President.** The President shall:
 - a. Preside over all meetings;
 - b. Plan the agendas for the meetings;
 - c. Appoint members of committees; and
 - d. Call special meetings.
 - e. Have been a regular member in good standing for at least the past two (2) years.

2. **Vice-President.** The Vice-President works closely with the President and assumes the responsibilities of the President in his or her absence.
3. **Secretary.** The Secretary shall keep attendance records, send out notice of meetings, record the minutes of each meeting, make the minutes available to the members prior to the next meeting, maintain the business files and records of the Coalition, and maintain any historical records.
4. **Treasurer.** The Treasurer shall invoice for and ensure collection of membership dues, maintain a directory of all members, maintain all Coalition bank accounts, submit in a timely manner any tax filings and reports as required to maintain the Coalition's tax exempt status, reimburse for authorized expenses, and keep accurate financial records.
5. **Resignation or Removal from Office:** An officer may resign by notifying the President or the Vice President, either verbally or in writing, and the Board of Directors may act to accept such resignations and declare the office vacant. The Board of Directors may, by majority vote, remove a person from office if he or she is unable to complete the term of office due to change of employment, ill health, failure to perform the functions of the office, or any other reason as determined by the Board of Directors by majority vote.
6. **Vacancy:** In the event of a vacancy of an office, the current Officers shall, act as a Nominating Committee and receive nominations from the full Board. The Board may make an interim appointment until the next regularly scheduled Coalition meeting, at which time an election will be held to fill the position for the remainder of the term of office.

E. Board of Directors.

1. The Board shall serve as a steering committee to maintain the goals of the Coalition and have the right to conduct business on behalf of the Coalition between regular meetings.
2. The Board consists of elected officers.
3. The Board shall authorize expenditures.
4. Newly elected officers will become members of the Board immediately upon election.
5. The Board of Directors, by a majority vote, may elect to dissolve the Corporation at any duly held meeting of the Board. Actual dissolution and termination of the Corporation shall be carried out according to the provisions of the Oklahoma General Corporation Act.

F. Standing Committees.

1. There shall be the following permanent standing committees:

a. Public Affairs.

The Public Affairs committee shall address public policy issues which promote good adoption practices, standards, or laws. The Public Affairs Committee may communicate the policy positions and values of the Coalition to the public, to other organizations, to government bodies, and to public officials for the purpose of providing education on adoption related issues and practices within the limitations on political activity for non-profits.

b. Education.

The Education Committee shall provide adoption education and information to the general public and to promote adoption within the media. The Education Committee shall work with the Board of Directors to plan and hold events which promote adoption awareness and provide education about adoption to both general public, prospective adoptive parents, and adoption professionals.

c. Triad Support.

The Triad Support Committee identify, communicate with, and provide support to organizations and groups which offer services and information to the various segments of the adoption triad, including adoptees, birth parents, and adoptive parents. This committee may develop ways for the Coalition to support or enhance the work of these groups or may seek to provide such services directly to triad members through activities of the Coalition.

d. Membership Services.

The focus of the Membership Services Committee shall be to recruit and retain members, and to provide services to the members of the Coalition such as newsletters, directories, websites and other forms of communication to increase the opportunities for networking and education among the members of the Coalition for the improvement of adoption practice.

2. Other standing committees may be created as needed by the Board.
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4. Standing committees may be have a chairman, regular representative or co-chairs, who are recommended and voted upon by the Board of Directors..

III. COALITION MEETINGS

A. Frequency of meetings.

1. The Coalition shall meet at least two times per year..
2. Special meetings may be called by the President.

B. Attendance. Regular members and associate members or their designees shall attend at least 50% of regularly scheduled Coalition meetings each year.

C. Rules of Order. Robert's Rules of Order shall be used to govern meetings.

D. Voting. Voting will be by a majority vote of regular members present, oral or in writing.

IV. CHANGE OF BYLAWS.

A. General. By-laws may be altered, amended or replaced only by a majority vote of the regular members present and under the conditions lists in IV.B. through IV.D. below.

B. Motion. A motion to alter, amend or repeal the By-laws shall be made during a Coalition meeting.

C. Notice. Written notice of the proposed change(s) shall be given to all members on the minutes of the meeting in which the proposed changes were made.

D. Vote. The proposed changes will be discussed and voted on at the next Coalition meeting.

V. ANNUALS REPORT.

A. The Coalition will make an annual report of its operations, assets, liabilities, revenues and disbursements not later than 120 days after the close of the Corporation's fiscal year.

B. A copy of the annual financial report will be distributed in either written or electronic form promptly to each member.

C. Unless required by law, by action of the Board of Directors, or by a decision of the membership, the Coalition shall not require an audit of its assets and expenditures. The Board of Directors shall review the annual financial reports prepared by the Treasurer for accuracy and completeness and shall make any appropriate recommendations to the Coalition.

By-law approved by the Board of Directors this _____ day of _____, 2011

Adopted: 01-14-1998

Revised: 11-10-2004

Revised: 11-09-2005

Revised: 05-14-2008

Revised: 08-12-2009

Revised: 08-10-2011