



Stakeholders Initiative

December 3, 2009

A Comprehensive Presentation

The Stakeholders Initiative (Initiative) is a strategic approach, which articulates the imminent challenge to Joint Council's financial sustainability and the ongoing challenges to Joint Council's advocacy efforts. The Initiative responds to these challenges in a comprehensive and strategic manner, establishes opportunities for short and long-term sustainability and builds a platform upon which increased advocacy and effective public policy initiatives can be built

Confidentiality

This document, *Joint Council Stakeholders Initiative*, is confidential and intended for Joint Council Members and Member Organizations only. Do not distribute, in part or whole, to any person who is not directly employed by a Joint Council Member Organization or to any entity which is not a Member of Joint Council.

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1. Contextual Information

a. The Initiative:

- Is not an appeal for additional financial support from Joint Council Member Organizations
- Is not an attempt to eliminate, hide or reduce Joint Council's commitment to the appropriate utilization of ethical intercountry adoption in service to children living outside of permanent parental care
- Was developed by the Joint Council Board of Directors through robust debate, consultation with Member Organizations and Joint Council staff.
- Received a majority vote, specifically four (4) Motions to bring motions to the Joint Council Member Organizations for debate and vote.
 - The Board of Directors is currently composed of eleven (11) employees of Member Organizations, ten (10) of which are employed by Adoption Service Providers.
- Is in line with the Strategic Plan, which was presented to Member Organizations in 2005.
- Is in line with the functional activities of Joint Council, over the past 4-years.
- Moves Joint Council from an Association structure, but does not eliminate it.
- Maintains Joint Council as a Membership Organization.

b. Kick-Off Meetings

- On December 3 and 4, 2009, Joint Council conducted two (2) meetings via conference call with CEOs and all Members respectively.
- The meetings served to inform all on the general and specific elements of the Stakeholders Initiative.
- A series of approximately twelve (12) on-site meetings and conference calls will be held over the next eight (8) weeks.
- These meetings and calls will provide forums for dialogue, debate and education related to the Stakeholders Initiative.

- The Stakeholders Initiative includes four (4) Motions, each of which amends the bylaws of Joint Council.
- Sometime during the last week of January, a vote will be conducted of all voting Member Organizations on the Motions.

c. Consultation by Member Organizations

- In or around August of 2009, a group of Member Organizations submitted a letter to Joint Council offering both support and broad based suggestions for elevating Joint Council's advocacy efforts.
- The outreach by the group of Member Organizations served to initiate a dialogue including one (1) on-site meeting and multiple phone conversations.
- The dialogue was not "secret", however it was confidential.
- The dialogue was similar to other groups, caucuses or committees that support Joint Council, offer assistance and establish a dialogue with Joint Council.
- The suggestions were vigourously debated, considered and evaluated as to their benefit in advancing Joint Council's Mission.
- Some, but not all suggestions have been incorporated into this initiative.
- The group was composed of a variety of Member Organizations including what could commonly be described as 'large', 'medium' and 'small' adoption service providers.
- All were adoption service providers.

2. Purpose the Stakeholders Initiative

The Stakeholders Initiative (Initiative) seeks a strategic approach, which:

- Articulates the imminent challenge to Joint Council's financial sustainability
- Articulates the ongoing challenges to Joint Council's advocacy efforts.
- Responds to these challenges in a comprehensive and strategic manner,
- Establishes opportunities for short and long-term sustainability
- Builds a platform upon which increased advocacy and effective public policy initiatives can be built

3. Challenges to Joint Council

The challenges to Joint Council are many, however the two core challenges are:

- The financial viability of the organization
- The efficacy of advocacy efforts and public policy initiatives

Assessing these two (2) challenges must be done in the context of Joint Council's Mission. Similarly, the strategic approach put forth by the Stakeholders Initiative must address the impact on Joint Council's Mission and institutionalized commitment to ethical intercountry adoption.

4. Mission

To advocate for and protect every child's right to a permanent, safe and loving family.

- This mission has been advanced over the past 33 years through a focus on IA.
- Joint Council's collective expertise, experience, knowledge and passion to IA are unmatched by any government, IGO, NGO or other institution.

5. Goals

It is the goal of the Initiative to:

- Continue that history by maintaining Joint Council's leadership, expertise and advocacy for ethical IA.
 - Ethical IA will continue to be a primary focus and core competency of Joint Council
 - No other organization, in the world, can match Joint Council's collective efforts nor the advocacy of Joint Council
 - Joint Council is the only U.S. based international children's services organization that fully incorporates IA into the spectrum of permanency based services
- Maintain Joint Council's current advocacy, programs and services

- Significantly expand Joint Council's advocacy, programs and services
- Significantly increase the opportunity for the appropriate ethical and legal utilization of intercountry adoption as a permanency option for children in need.
- Advance all aspects of Joint Council's Mission
 - Promoting and supporting the full spectrum of services which ensure children live and grow in a permanent and safe family
- Supporting the ever increasing number of Member Organizations that are expanding into:
 - National Child-Welfare (in-country)
 - Family Preservation
 - Aid & Development and Humanitarian Aid
 - Adult Adoptee Services

a. Summary of Goals

- Significantly expand advocacy
- Increase efficacy of advocacy
- Support Member Organizations diversified services

b. Achieving Goals

To advance the Mission and achieve the stated Goals, Joint Council must continue to:

- Exist
- Be Stronger
- Have the credibility to speak to:
 - The U.S. Government
 - UNICEF / Save The Children
 - Governments around the world
 - Change public policy / laws / regulations / attitudes

c. Challenges – Financial Viability & Sustainability

Joint Council is on a trajectory, which unabated, will result in the closure of the organization sometime between May and September 2010.

- Expenses have already been reduced to the lowest functional level
 - 60% reduction in staff
 - 50% reduction in office space
 - Maximization of efficiencies
 - Utilization of interns
- Budget reduced from a high of \$1.1 million in 2007 to \$450,000 in 2010.
- Additional income is the only solution to the imminent closure of Joint Council

6. Financial Challenges

a. Current Roadblocks to Funding Joint Council

Functionally, Joint Council has transformed into a cause-based organization.

However, structurally Joint Council is an Association/Trade Organization.

- Associations are exclusively funded by
 - Dues
 - Fees for Service
 - Conference
 - Books
 - Magazines
- Joint Council was funded from Dues and Fees for Service for 29 of the past 33 years.
- Over the past three-years, Joint Council has reduced its reliance on Dues
 - Dues currently represent approximately 30% of all income
- Unlike a typical Association, Joint Council cannot sustain itself on dues and fees for service alone.
 - **Why Not?**
 - To rely on Dues as the primary revenue would require an increase from \$94 per month per Member Organization to \$180 for 2010
 - This represents a doubling of current dues
 - The increase would exceed \$440 per month if Joint Council was to expand to 2007 levels

- This represents 4-times the amount of current dues
- Based on a small sampling of Member Organizations, neither a doubling nor quadrupling of current dues is feasible

7. Options for Sustainability

a. Option 1

- Eliminate advocacy, awareness and public policy initiatives
 - This option requires moving back to a pre-1997 model whereby Joint Council operates with a 100% volunteer staff

b. Option 2

- Eliminate advocacy, awareness and public policy initiatives
- Limiting programs to listservs and conference, supported by a paid part-time Executive Director and one part-time administrative staff was assessed
- This maintains the Association / Trade model
 - Dues and Fees For Service are not adequate to financially support this model

8. Meeting the Challenge

The Stakeholders Initiative is the primary strategy in providing a viable opportunity to generate additional income.

The opportunities for sustainability, which are created by the Stakeholders Initiative, are:

- Seats on the Board for funders
- Grants
- Fundraising from the public
- Annual Signature Fundraising Event

The secondary strategy is a reinvigorated Board Development and Fundraising Initiative

- This is dependent upon the successful implementation of the Stakeholders Initiative

9. Why Joint Council

Assuming the Stakeholders Initiative is successful in providing a sustainable funding model, the core questions must be answered.

- Why should Joint Council exist?
- Why must Joint Council be here?
- Why are you being asked to support the Stakeholders Initiative?

As previously stated, no other organization is positioned to be an effective advocate for the utilization of ethical IA in service to children.

a. The Need for Effective Advocacy

- IA continues to be eliminated as a viable option for children living outside of permanent parental care.
 - This is a public policy issue requiring significant and effective advocacy.
- While pure numbers are not the goal, the collapse of IA is seen in the drop from 24,000 to less than 10,000 in FY 2010.
 - This is a public policy issue requiring significant and effective advocacy.
- Little, if no advocacy by governments, IGOs or NGOs to provide children with new, viable and ethical options via IA
 - This is a public policy issue requiring significant and effective advocacy.
- The response by governments and IGOs, to corruption is closure rather than enforcement and prosecution
 - This is a public policy issue requiring significant and effective advocacy.
- The pervasive negative press in the U.S. and other countries
- Public policy is the biggest challenge to a child's right to a permanent family

b. The Need for Credibility

To reverse current trends and the public policies which drive them, Joint Council must be positioned to:

- Conduct effective advocacy
- Publish credible research
- Take valid positions
- Conduct large scale initiatives
- Be credible

c. The Challenges to Joint Council's Credibility

Joint Council is seen by many public policy makers, the press, NGOs and the public as:

- Serving the self-interest of Adoption Service Providers
- Not having Adoption Service Providers of the highest quality, ethics or standards
- Having an inherent conflict of interest
- Protecting individual Adoption Service Providers
- A trade organization, rather than an objective advocate

These perceptions and realities minimize the validity of Joint Council's advocacy

o Examples

- o Some NGOs refrain from associating with Joint Council due to perceptions related to credibility and 'trade association'. This despite the fact that some were founded by adoptive families and as a direct result of IA.
- o One such example is the highly respected Half The Sky Foundation which serves Chinese children through a wide variety of programs and services
- o Another example is Global Action for Children, an influential child advocacy organization and funded in part by Angelina Jolie.

- USAID also refrains from direct association with Joint Council. Despite direct requests, neither Joint Council nor any member of the Families For Orphans Coalition is a member of the Orphans and Vulnerable Children Working Group.

Trade Associations can be effective advocates for a particular group of for-profit and/or non-for-profits. However, in addition to the funding challenges inherent in Joint Council's association structure, effective advocacy by trade groups is largely dependent upon the total budget of the association.

Even with significant funding, trade groups which in are perceived as placing the financial interests of their members ahead of the public good are most often ineffective.

- Example: Tobacco Lobby
Despite independent research, the tobacco trade groups claimed that cigarettes did not cause cancer or cardio vascular disease. This led to the continued decrease in the credibility of the tobacco trade groups. Their PR efforts, political lobbying and general advocacy were ineffective. Today, most western countries limit the advertising, distribution, sale and use of tobacco.
- Example: Good Year Tire
Despite independent research, the Tire Industry claimed that Goodyear tires were not causing blowouts, car accidents and deaths. Goodyear and the trade group argued in part that The disparity between trade research, evidence and claims and independent research caused Goodyear's credibility to plummet. After more evidence came to light, Goodyear ultimately was forced to issue a massive recall and settle hundreds of lawsuits.

10. The Stakeholders Initiative – a foundation for effective advocacy

The Stakeholders Initiative provides a foundation upon which Joint Council can effectively advocate on behalf of children living outside of permanent parental care.

Joint Council's Mission can only be advanced if:

- It continues to exist
- Increases the efficacy of public policy initiatives
- Expands its advocacy efforts

To increase the efficacy of public policy initiatives, changes must be made which will result in increased credibility. These changes include:

- Implementation of higher standards
- Elimination of conflicts of interest
- Demonstration that Joint Council serves to protect the rights of children – not to protect the rights of Adoption Service Providers
- Addition of credible voices to our community – in addition to Adoption Service Providers
 - Example
The addition of Paul Singer, Aby Hayo and Dr. Dana Johnson to the Joint Council Board of Directors, resulted in positive reactions from governments, NGOs and financial supporters. This elevated Joint Council's strength as an advocate and provided increased access to decision makers
- Expansion of Joint Council's efforts representing all valid means of ensuring that children live and grow in a safe, permanent family, including:
 - family preservation
 - national adoption
 - guardianship
 - kinship care

Advocating for these services, in addition to IA, has provided Joint Council with a credible message when addressing international NGOs and governments. This type of advocacy is not only strategic and beneficial to our message regarding IA, it is also in line with our Mission and the larger child welfare community. Additionally, it represents the programs and services of many Member Organizations.

The Stakeholders Initiative seeks to

- Increase credibility with all constituents: governments, NGOs, professionals and public
This will be achieved by:
 - Minimizing the inherent conflict of interest constituted in the current Board structure
 - Increasing the Membership criteria for voting Member Organizations
- Use this increased credibility, reputation and collective expertise to increase the effectiveness of Joint Council's advocacy efforts
- Use credibility and effective advocacy to attract
 - A diverse and increased membership,
 - Individual, corporate and foundation funders,
 - Board members with critical credibility, resources and profiles
 - Strategic collaborators
- Use this strengthened credibility and effectiveness to:
 - Change public policy,
 - Change public image,
 - Challenge negative press
 - Help more children through ethical intercountry adoption
 - Help more children live in a permanent, safe and loving family through a broad spectrum of services

11. How Does The Stakeholders Initiative Help You?

a. Bigger, Stronger, Faster

- Your Membership in Joint Council demonstrates that you value our work and support our Mission. The Stakeholders Initiative provides

opportunities for Joint Council to continue our work and advance our Mission – and still be here

- The Stakeholders Initiative provides opportunities for Joint Council to grow into an even more influential advocate - to advocate from a stronger, more credible base – to react nimbly to changes
- If Joint Council is still here – we can help you be here
- If Joint Council is stronger – you are stronger
- If Joint Council is more credible – so are you
- If Joint Council is more effective – you have a solid base in which to serve children

b. Creating the Future

- In creating opportunities for increased public policy initiatives, (such as the Families For Orphans Act), the Stakeholders initiative will:
 - Provide a more stable environment in which you provide services to children
 - Increase the ethical and appropriate utilization of IA in service to children
 - Support your expanded and diversified programs and services
 - Elevate your credibility via membership in Joint Council
 - Help you advance your mission

12. Motions

1. Motion #1

The first motion institutionalizes the authority of the Board of Directors to establish criteria for Membership

- a. Precedent for such authority does exist. Examples of this are the requirement that Adoption Service Providers be licensed by their State government and the requirement that Member Organizations sign the

general Standards of Practice. Neither of which are delineated in the current Bylaws.

- b. However, such authority is not explicitly stated in the Bylaws. This motion will explicitly state the authority to establish criteria for Membership and institutional existing precedent.
- c. Without the explicit authority to establish criteria for Membership, the Board cannot protect the integrity of Joint Council in a timely and effective manner. Examples of the wholes that currently exist in the current criteria for Membership, as listed in the Bylaws, are:
 - i. Those convicted of a crime related to the provision of children's services could become Members
 - ii. Member Organizations which lost their licensure, either State or foreign government, could become Members
 - iii. Organizations whose activities and programs are not in line with Joint Council's Mission and Beliefs could become Members
- d. It is not the intention of this board to establish Hague accreditation as a criteria for membership

2. Motion #2

The second motion authorizes the Board of Directors to amend the Bylaws

- a. Amending the Bylaws will still require a 2/3 vote of the Board
 - i. Assuming 15 voting members of the Board of Directors, 10 votes would be required to amend the Bylaws
- b. The Member Organizations will retain the authority to amend the Bylaws
 - i. This provides a fail-safe in that by a 2/3 vote, the voting Member Organizations can override the Board of Directors in a matter related to amending the Bylaws
- c. The authority for the Board of Directors to amend the Bylaws is standard for NGOs, non-profits and all Joint Council Member Organizations
- d. This authority provides the Board with the ability to protect the interests of Joint Council in a timely and agile manner
 - i. All previous amendments, with the exception of one (1), took over 18 months and two votes of the Member Organizations to achieve

3. Motion 3

The third motion addresses the composition of the Board of Directors

Currently, the Board of Directors is composed of:

- a. 15 Seats

- i. 11 seats are filled via an election of Joint Council Member Organization
 - 1. Each must be employed by a Member Organization
- ii. 4 seats are filled via an election of the Board of Directors
 - 1. Each cannot be employed by a MO
- iii. This constitutes a 73% voting majority of Member elected Board Members

The Motion will compose the Board of Directors of:

- a. 15 members
 - i. 10 seats filled via an election of Joint Council Member Organizations.
 - 1. Each must be employed by a Member Organization
 - ii. 5 seats filled via an elected of the Board of Directors
 - 1. Each cannot be employed by a MO
 - iii. This constitutes a 67% voting majority of Member elected Board Members
 - 1. 67% is sufficient to carry any motion requiring a majority vote of the Board
 - iv. No more than six (6) seats may be fill by an employee of an Adoption Service Provider
 - 1. Six (6) votes is sufficient to block any vote requiring a 2/3 vote of the Board of Directors, such as amending the Bylaws

Credibility, Conflict, Trade/Association

- a. Reconstituting the composition of the Board addresses in part, the credibility issue. Limiting the number of seats filled by employees of Adoption Service Providers demonstrates Joint Council's commitment to protecting children rather than the financial interests of Adoption Service Providers
- b. A new composition minimizes the inherent conflict of interest in an Adoption Service Provider dominated Board
 - i. The inherent conflict is reflected in the ultimate loyalty of individual Board members
 - 1. Is the loyalty ultimately to Joint Council or to their employer?
 - 2. If an action of the Board would negatively affect their particular employer but would benefit Joint Council, how would the Board member vote?
- c. A new composition also minimizes the Trade Association aspect of Joint Council, but does not eliminate it.

This Board of Directors has indicated that this specific motion will be phased in rather than cause an immediate disruption of the current board, all of whom were elected according to the Bylaws. Using a phased approach, the Board seeks to demonstrate its respect of the past votes of the Member Organizations

13. Just Say No?

If, after considerable dialogue and thoughtful discernment, you oppose the Stakeholders Initiative – please do not just say ‘no’ – please offer a viable solution.

A ‘no’ vote, without an alternative solution, is the equivalent of voting for the elimination of Joint Council.

A ‘no’ vote without an alternative solution, will not strengthen Joint Council’s public policy initiatives and advocacy efforts.

A ‘no’ vote, without an alternative solution, can be equated to those who say ‘no’ to corruption yet do not offer a viable solution and allow IA to be eliminated as an option for children in need.

14. The Ask

The Joint Council staff and Board of Directors asks you to:

- Participate in the meetings and conference calls
- Contribute to the dialogue
- Evaluate the Stakeholders Initiative
- Support the Initiative
- And vote “yes” on the four (4) motions.

Addendum A

Motions to Amend the Joint Council By-Laws

The following three (3) Motions represent four (4) specific changes to the Joint Council Bylaw, however only three (3) issues are actually affected.

Included in each Motion are the pertinent Bylaw Article (including the current text) and the proposed amended text. Please note that the Board of Directors utilized and voted upon four (4) motions to bring these three (3) Motions to the voting Membership.

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Motion #3 - Composition of the Board of Directors

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NOTES:

Text in yellow highlight indicates substantive changes.

Text in turquoise indicates changes made to institutionalize precedent and/or provide clarity.

Motion # 1 before the voting Members

Motion #1: To Amend Article IV-Membership, of the Joint Council on International Children's Services Bylaws

Article IV – Membership: CURRENT Text of the Bylaws

Organizational membership shall include any non-profit organization that provides permanency services for children, whose goals and policies are consistent with the JCICS mission and values, including adoption agencies and home study or post-placement service providers, adoptive parent support groups, medical clinics providing services to internationally adopted children and their families, and child welfare advocacy organizations focused on permanency for children. Each member organization shall have one vote and be entitled to full membership benefits.

An affiliate non-voting status is permitted as approved by the Board of Directors and will have affiliate benefits.

Article IV – Membership: AMENDED

1. Membership shall include organizations and/or individuals whose goals, activities and policies are consistent with Joint Council's mission, beliefs, ethics and standards, as evidenced through compliance with policies set forth by the Joint Council Board of Directors.
 - a. Organizational membership, with voting rights, may be offered, but not limited, to;
 - i. an organization that;
 1. has met all conditions in Article IV-Membership, Section 1, including compliance with policies set forth by the Joint Council Board of Directors.
 - b. Organizational or Individual Membership, with no voting rights, may be offered, but not limited, to;
 - i. an organization or individual
 1. that has met all conditions in Article IV-Membership, Section 1, including compliance with policies set forth by the Joint Council Board of Directors.
 - c. Voting rights is defined as;
 - i. Those Member Organizations offered and granted membership under Article IV-Membership, Section 1, Part a inclusive of (i) and (1), is authorized to cast 1 (one) vote on motions brought to the voting membership for a vote as authorized by these Bylaws.

Motion #2 before the voting Members

Motion #2: To Amend *Article V-Voting Rights, Quorum and Proxy* and *Article XVI-Amendment of Bylaws*, of the Joint Council on International Children's Services Bylaws

Article V – Voting Rights, Quorum, and Proxy: CURRENT Text of the Bylaws

All organization members shall have equal voting rights to elect members to the Board of Directors, to establish or amend Articles of Incorporation and Bylaws of the corporation, and to exercise all other voting rights as members of a non-profit corporation.

A quorum shall consist of 40 percent of the members having voting rights.

Voting rights shall be exercised by a designated representative of each organization member by voting in person, or by use of a written proxy filed with the secretary at the meeting, or by filing electronically when a special vote is requested by the Board of Directors or by a majority of the members. Written proxies can be a general proxy, to be voted as determined by the member organization holding the written proxy power, or may be a designated proxy with specific directions to vote for particular persons or on particular issues as designated by the member organization issuing the proxy and as contained within the written proxy. A designated proxy is only valid on a first ballot.

All issues, presented to the membership for a vote, shall be decided by majority vote of the voting members in person or by proxy, unless a different standard is required by the Bylaws to approve a specific action.

Article XVI – Amendment of Bylaws: CURRENT Text of the Bylaws

The Bylaws of the corporation shall be submitted to and approved by two-thirds vote of the voting members present in person or by written proxy and voting at the regular meeting of the corporation. The Bylaws shall set forth the organization, method of conducting business, details of general administration, and other matters pertaining to the day to day affairs of the corporation. The Bylaws of the corporation may be adopted, altered, amended, or repealed at any annual meeting or at any special meeting of the voting membership of the corporation.

Article V – Voting Rights, Quorum, and Proxy: AMENDED

1. All organization members with voting rights, shall have the right;
 - i. to elect members to the Board of Directors,
 - ii. to establish or amend Articles of Incorporation and Bylaws of the corporation, and
 - iii. to exercise all other voting rights as members of a non-profit corporation.
- a. Voting rights shall be exercised by a designated representative of each organization member by;

- i. voting in person, or
 - ii. by use of a written proxy filed with the secretary at the meeting,
 - iii. or by filing electronically when a special vote is requested by the Board of Directors or requested by a majority of the members.
 - iv. Written proxies can be a general proxy;
 1. to be voted as determined by the member organization holding the written proxy power, or
 2. may be a designated proxy with specific directions to vote for particular persons or on particular issues as designated by the member organization issuing the proxy and as contained within the written proxy.
 3. A designated proxy is only valid on a first ballot.
 - b. All issues, presented to the membership for a vote, shall be decided by majority vote of the voting members;
 - i. in person, or
 - ii. by written proxy or
 - iii. a different standard is required by the Bylaws to approve a specific action.
 - c. A quorum shall consist of 40 percent of the members having voting rights.
 - d. Organizational members who, having been provided equal opportunity to vote, do not cast a vote, will be counted as an abstention.
2. The Board of Directors, shall have the right;
 - a. to elect Directors-At-Large to the Board of Directors,
 - b. to fill vacancies on the Board of Directors pursuant to Article VII-Board of Directors,
 - c. to establish or amend Articles of Incorporation and Bylaws of the corporation, and
 - d. to exercise all other voting rights.

Article XVI – Amendment of Bylaws: AMENDED

1. The Bylaws of the corporation shall be submitted to and approved by two-thirds vote of the voting members present in person or by written proxy and voting at the regular meeting of the corporation.
2. The Bylaws shall set forth the organization, method of conducting business, details of general administration, and other matters pertaining to the day-to-day affairs of the corporation.
3. Changes to Bylaws
 - a. The Bylaws of the corporation may be adopted, altered, amended, or repealed at any annual meeting or at any special meeting of the voting membership of the corporation approved by two-thirds vote of the voting members present or by written proxy and voting at the regular meeting of the corporation.
4. The Bylaws of the corporation may be altered or amended by a two-thirds vote of the Board of Directors present at a meeting of the Board of Directors or by written proxy.

Motion # 3 before the voting Members

Motion #3: To Amend *Article V VII-Board of Directors*, of the Joint Council on International Children's Services Bylaws

Article VII – Board of Directors: CURRENT Text of the Bylaws

The corporation shall have a Board of Directors consisting of up to 15 (fifteen), elected directors. The board composition shall be comprised as follows

11 (eleven) Member-Directors. Member-Directors will have a direct association with a Member, be directly elected by the Membership at the annual meeting, serve a three-year term and serve no more than two terms consecutively.

4 (four) Directors At-Large. Directors will not have a direct association with a Member, will be elected by the Board of Directors through a majority vote of the Board of Directors, serve a three-year term and serve no more than three terms consecutively.

Each voting member of the corporation shall have one vote for each vacant position on the Board of Directors. The election shall be conducted at the annual meeting, with provisions for written proxies as set forth in the Bylaws and the results announced at the annual meeting.

Vacancies on the Board of Directors shall be filled for an unexpired term by a majority vote of the remaining Board of Directors, provided that at least seven organizational members on the Board of Directors remain in office. In the event vacancies should occur to decrease the number of the Board of Directors' organizational members below seven, vacancies shall be filled by majority vote of the voting members of the corporation at a regular or special meeting.

A quorum of the Board of Directors shall be a simple majority of members. A Board of Director's position shall be declared vacant under these circumstances: 1) a Board member is no longer associated with an organizational member; 2) a Board member fails to participate in two Board meetings without prior excuse from the President; 3) resignation by a Board member; and 4) the Board votes to remove the Board member for good cause by at least two-thirds vote of the Board members present or voting by proxy.

Article VII – Board of Directors: AMENDED

1. The corporation shall have a Board of Directors consisting of up to 15 (fifteen), elected directors. The board composition shall be comprised as follows;
 - a. 10 (ten) Member-Directors. Member-Directors will have a direct association with a Member, be directly elected by the Membership at the annual meeting, serve a three-year term and serve no more than two terms consecutively.

- b. **5 (five) Director At-Large.** Directors will not have a direct association with a voting member, will be elected by the Board of Directors through a majority vote of the Board of Directors, serve a three-year term and serve no more than three terms consecutively.
 - c. **No more than 6 (six) of the 15 (fifteen) Directors will have a direct association with an organization, whether Member or Non-member, designated by Joint Council as an Adoption Service Provider or Home Study Service Provider.**
 - d. A quorum of the Board of Directors shall be a simple majority of the total number of non-vacant Board positions.
 2. At the time of the annual meeting, each voting member of the corporation shall have one vote for each of the **10 (ten) Member-Directors** positions that are vacant, when such vacancies are the result of the expiration of a Member-Director's term of office. The election shall be conducted at the annual meeting, with provisions for written proxies as set forth in the Bylaws and the results announced at the annual meeting.
 3. A Board of Director's position shall be declared vacant under these circumstances:
 - a. a Member-Director is no longer associated with an organizational member;
 - b. a Member-Director or Director-At-Large fails to participate in two Board meetings within a 12-month period, without excuse from the Chair of the Board of Directors;
 - c. resignation by a Member-Director or Director-At-Large;
 - d. the Board votes to remove the Member-Director or Director-At-Large for good cause by at least two-thirds vote of the Board members present or voting by proxy.
 4. Vacancies on the Board of Directors shall be filled for an unexpired term by a majority vote of the remaining Board of Directors, provided that at least **6 (six) Member-Directors remain in office.**
 - a. In the event vacancies should occur to decrease the number of the Board of Directors' organizational members below 6 (six), vacancies shall be filled by majority vote of the voting members of the corporation at a regular or special meeting.