

BYLAWS

BYLAWS OF FLORIDA ADOPTION COUNCIL

(Revised as of December 13, 2021)

Article I

Name and place of business

Section 1. Name.

The name of this organization shall be the Florida Adoption Council, Inc. (herein after referred to as "FAC", "Corporation" or "Council"), which shall be fully governed by these Bylaws, the Code of Ethics, Grievance Procedures, and Listserv Policy.

Section 2. Principal Office.

For purposes of FAC's nonprofit legal registration, the principal office for the transaction of business of the Council shall be at such address in the State of Florida as may be fixed from time to time by the Board of Directors.

Section 3. Registered Office.

For purposes of FAC's nonprofit legal registration, the Council shall maintain within the State of Florida, a registered office as may be fixed from time to time by the Board of Directors. The location of the registered office and the name of the registered agent of the Corporation in the state of its incorporation shall be on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

Section 3. Corporate Office.

For purposes of FAC's nonprofit legal registration, the Council shall maintain within the State of Florida, a corporate office as may be fixed from time to time by the Board of Directors. The Corporate office may be the same as the registered office and shall be on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

Article II

Organization

FAC is a nonprofit corporation organized under and governed by the laws of the State of Florida.

Article III

Purpose

The purpose of the Corporation is set forth in the Articles of Incorporation. The Florida Adoption Council is a not-for-profit statewide association of adoption professionals, including attorneys, agencies and social workers, dedicated to the furtherance and improvement of the adoption laws and practice of the laws pertaining to the adoption of children throughout the United States and abroad.

By working as a team, these professionals strive to provide information and support on a wide variety of interests ranging from interstate adoption and surrogacy to stepparent and relative placements. Members of the Florida Adoption Council are heavily involved in Florida's adoption legislation and lobbying issues. These efforts have led to many improvements in the adoption process, and increased standards of professionalism, competence and ethics.

Additionally, FAC strives to provide adoption information to the general public pertinent to adoption within the State and disseminating information on ethical adoption practices.

Members of FAC are afforded a wealth of industry information including late-breaking legislation issues, professional forums, seminar news, and contact lists for professionals dealing with a wide range of adoption related issues.

Article IV *Seal*

The corporate seal shall have inscribed thereon the name of the Corporation and the words: "Corporate Seal," the state of incorporation and the year of incorporation. The seal may be impressed or affixed or in any manner reproduced in so far as it is replicated to the specs of the corporate filing.

Article V *Membership and dues*

There shall be two (2) classes of membership: Regular members and Honorary members. The Regular class of members shall include Regular members of FAC who are designated as paying members of the Council; and the Honorary class of members shall include Judicial, Honorary, and Honoree members. All members are non-voting members and are required to meet such qualifications and pay dues and assessments, as may from time to time be determined by the Board of Directors. Any person desiring membership shall submit to the Board such initial membership application and other information as required by the Board. Membership shall be granted upon the application being approved by the majority of the Board. Each member shall submit an annual membership renewal application each year, which membership may be renewed by a majority vote of the Board. Any membership may be suspended or terminated at any time by a majority vote of the Board. All decisions concerning granting, renewing, suspending, or terminating membership shall be made by the Board in its absolute discretion, and all decisions of the Board shall be final.

Section 1. Regular FAC Membership.

(a) Membership in FAC shall be open to attorneys licensed to practice within the state of Florida, Professionals licensed under Fla. Stat. Chapter 490 and 491, Child Placing Agency Directors and Employees under Fla. Stat. 409, and adoption related professionals maintaining principal place of business in Florida. Criteria for membership in FAC shall include, but not be limited to, the requirements that:

(1) the prospective member and member's practice is reputed to be, and continue to be, of the highest standards of ethics, competence, and professionalism;

(2) the prospective member complies with the Code of Ethics, Grievance Procedures, Listserv policy and these Bylaws, and any amendments thereto;

(3) the prospective member has no Florida Bar or Organizational Grievances that resulted in disciplinary action taken against them for five years prior to admission to the FAC; and

(4) Ultimate membership into the FAC shall be within the sole discretion of the Board of Directors.

(b) At the time of renewal of membership each year, each member shall affirm, in writing, on a form prescribed by the Board of Directors, 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.

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

Section 2. Honorary Membership

(a) The Board of Directors may invite as honorary members persons who have graduated from law school or received a doctorate or licensing, have practiced in Adoption or assisted reproductive technology, or for at least ten (10) years, and have applied for membership and (i) have made a distinguished contribution to adoption law or reproductive technology law over the course of their professional careers; or (ii) during their professional careers have obtained special competence and qualification in the field of adoption or assisted reproductive technology law; or, (iii) 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 Directors. Honorary members shall not be required to pay dues to the FAC.

(b) The Board of Directors may invite as honorary members, member of the judiciary who have made a distinguished contribution to adoption law or assisted reproductive technology or who have contributed to the advancement of the fields of adoption or assisted reproductive technology law. Judicial honorary members shall not be required to pay dues to the FAC.

(c) Honorary members shall only advertise or otherwise hold themselves out to the public as an Honorary Member of the FAC. Such advertisements shall further provide: "Honorary Membership in the FAC 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."

(d) Notwithstanding any other provision of these Bylaws, honorary members shall not be entitled to hold office or serve on the Board of Directors of the FAC.

Section 3. Continuing Council Membership.

(a) To maintain membership, members of the FAC shall be required to attend at least one (1) FAC Annual Conference every other year. Attendance shall include personal attendance or the purchase of an audio or video version of the Annual Conference, if offered, in the year personal attendance did not occur. A 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 Directors. Attendance at Add-On Sessions to the conference do not qualify as meeting the attendance requirement at the Annual Conference.

(b) Good cause shall be determined based upon the reason for a member's failure to meet the requirements of subsection (a) and upon consideration of other relevant factors, including participation in other Continuing Education courses sponsored by the FAC or adoption related courses.

(c) All Honorary and Judicial members are exempt from the FAC Conference attendance requirement.

Section 4. Dues

(a) The annual dues for Regular members of the FAC shall be established by the Board of Directors at the Annual Meeting of the year preceding the calendar year for which such dues shall be payable.

(b) All dues shall be payable in advance on or before January 31st in each year. The Board of Directors shall have the power to reduce or waive dues of any member or members, in whole or in part.

(c) Any member failing to pay the requisite annual dues by January 31st, shall be terminated from membership and removed from the FAC membership and Listserv.

(d) Dues for new members shall be prorated on a six (6) month basis. For example, if an individual is accepted for membership after June 30th of any year, the first year's annual dues for such new member shall be fifty percent (50%) of the annual dues established for the year of acceptance to membership. New Members will qualify for a membership discount to any conference, Continuing education seminars, or sponsored FAC events if they joined at least one month prior to the event.

Article VI ***Directors/Officers***

Section 1. Directors

The Directors of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer and at least four at large directors. Officers shall be elected by the Board of Directors at the Annual Meeting each year. Directors shall be nominated and voted by the Board of Directors by the existing Board of Directors and subject to removal by a majority vote of the Board of Directors. All Directors must be paid members in good standing of the FAC.

Section 2. Duties of the Directors

The Duties of the Board of Directors shall be to transact all business of the Corporation with the purpose set forth in the Articles of Incorporation and Bylaws.

Section 3. Duties of the Officers

(a) **President:** The President shall be the Director of the Corporation and shall serve as the Chairperson of the Board of Directors of the Corporation. The President shall have such powers and perform such other duties of the FAC as are usually possessed or exercised by Chief Executive Officers.

(1) The President shall be responsible for calling regular meetings of the Board of Directors and presiding over said meetings, unless otherwise directed by the Board of Directors or the President.

(2) The President shall serve oversee the following standing committees and has the power to appoint a Board of Directors member to oversee the operation of one of said committees: Membership, Amicus Curiae, Education, Mentoring, Fundraising, Website, Annual Conference/Seminars, Legislative Initiatives and Grievance. The President shall be an ad hoc member of any committee created by the Board of Directors, including but not limited to, any of the previously referenced committees and such committees the Board deems necessary to promote the furtherance of improving adoption and the FAC.

(3) The President shall serve as the contact liaison, or may appoint a contact liaison, for any paid lobbyists of the Corporation and shall directly supervise all employees of the Corporation.

(4) The President shall have general and active management of the business of the Corporation and shall carry into effect all directions and resolutions of the Board.

(5) The President may execute all bonds, notes, debentures, and contracts requiring a seal, under the seal of the Corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the Corporation.

(6) When authorized to do so by the Board, the President may execute powers of attorneys from, for and in the name of the Corporation to such proper person or persons who he/she may deem fit, in order that the Corporation business be furthered, or action taken as may be deemed by him or her necessary or advisable in furtherance of the interests of the Corporation.

(b) **Vice President:** The Vice President shall perform such duties as are delegated by the President or the Board of Directors. The Vice President shall serve as the Chairperson of the Board of

Directors of the Corporation in the absence of the President and maintain the responsibilities enumerated above in the general and active management of the business of the Corporation. The Vice President shall be responsible for calling regular meetings of the Board of Directors in the absence of the President, unless otherwise directed by the Board of Directors or the President. The Vice President shall oversee the Amicus Curiae Committee.

(c) **Secretary:** The Secretary shall be a Director of the Corporation. The Secretary shall be responsible for the efficient compliance with the statutory and regulatory requirements under which the organization was incorporated.

(1) The Secretary shall be responsible for managing the records and administrative functions of the FAC.

(2) The Secretary shall attend all sessions of the Board and record all minutes of the Board meeting.

(3) The Secretary shall give notice of all meetings of the Board of Directors, but this does not lessen the authority or responsibility of others to give such notice.

(4) The Secretary shall maintain a record of all members in good standing and provide the information for the treasurer, the Listserv, and the website.

(5) The Secretary shall keep in safe custody the seal of the Corporation if the Corporation secures a seal, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he or she shall attest the same by his or her signature.

(6) The Secretary shall perform such other duties and have such other authority as may be prescribed elsewhere in these Bylaws, or from time to time by the Board of Directors or the President, under whose directed supervision he or she shall be. The Secretary shall have the general duties, powers and responsibilities of a Secretary of a corporation.

(7) The Secretary shall oversee the Listserv.

(d) **Treasurer:** The Treasurer shall be a Director of the Corporation. The Treasurer shall supervise the financial records maintained and the financial actions taken by the FAC. The Treasurer shall have the responsibility for the safekeeping of the funds of the Corporation and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation.

(1) The Treasurer shall keep, or cause to be kept, all other books of accounts and accounting records of the Corporation and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors or President.

(2) The Treasurer shall be responsible for paying liabilities of the organization and recording income to the organization.

(3) The Treasurer shall periodically review the financial condition of the FAC, make the financial report available to the Board of Directors, and annually create an audit of the FAC financials statement.

(4) The Treasurer shall perform such other duties and shall have such other responsibilities any authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

(5) The Treasurer shall have the general duties, powers and responsibilities of a Treasurer of a corporation and shall be the Chief Financial and Accounting Officer of the Corporation.

(6) If required by the Board, the Treasurer shall give a the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the Office and for the restoration of the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control which belongs to the Corporation.

(7) The bank accounts of the Corporation shall be maintained at a financial institution agreed upon by the Board of Directors, and copies of bank statements and other financial records shall be made available to any Board member upon written request and approval of the majority of the Board of Directors within (48) forty-eight hours. All financial records shall be stored at the office or primary place of business of the Treasurer.

(8) The Treasurer shall be diligent in insuring that all members pay their dues.

(e) **Directors at Large:** The At Large directors shall be voting members of the Board of Directors and shall assist in the management of the affairs of the Corporation and perform such duties as the Board may deem necessary and appropriate.

Section 4. Salaries and Compensation.

Until said Bylaws are amended, no member of the Board of Directors shall receive any form of salary or compensation without vote by the Board of Directors which requires a majority vote of the quorum. Any employee of the FAC may receive a salary, unless prohibited by law, only by vote of the Board of Directors which requires a majority vote of the quorum.

Section 5. Delegation of Authority to Hire, Discharge, Etc.

The Board from time to time may delegate the President or other Officer of the Board of Directors the authority to hire, discharge, fix or modify the duties, salary or other compensation of an employee of the Corporation under their jurisdiction. The Board may further delegate to such officer of employee similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants and other consultants and advisors. If any officer of the Corporation is absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being, some or all of the functions, duties, powers and responsibilities of any Officer to any other Officer, agent or employee, or other responsible person, provided a majority of the Board of Directors concurs.

Article VII *Meetings*

Section 1. Board of Director Meetings.

(a) Each Director shall be entitled to one vote relative to the matters requiring approval of the Board of Directors and the elections of Officers. The President shall be entitled to one additional vote if necessary to create a majority. The President shall serve as the Chairman of the Board and Presiding Officer. In the absence of the President, the Vice President shall preside. Thereafter, the Secretary and in the absence of the Secretary, the Treasurer. In the absence of all elected officers, any Director at Large may be selected by the remaining Directors at Large.

(b) **Attendance:** Absent good cause, it shall be the responsibility of each Board Member to attend every meeting of the Board of Directors. Absence of one third of the meetings of the year can constitute a reason for removal by the Board of Directors. Such action requires a vote of the majority of the Board members. The Secretary shall provide an attendance sheet at the end of the year which reflects the attendance of Board members at the meetings. The Board shall review this attendance form at their annual final meeting every year.

(c) **Annual Meeting:** Unless otherwise decided by the Board of Directors, the Board shall meet annually during the week preceding the annual conference at the site of the conference. If necessary, any board member who is unable to attend a meeting shall be permitted to participate via telephone.

(d) **Regular Meetings -Notice:** Regular meetings of the Board of Directors may be held at such times as determined by the Board of Directors. Any business may be transacted at a regular meeting. Unless waived by a majority of the Board of Directors for any particular regular meeting, prior to any Board meeting each Board must be provided with at least fourteen days advance notice of the meeting. The Board may elect to conduct meetings via telephone conference call, Zoom or similar online platform, or act via written consent to action in lieu of a meeting. For matters requiring immediate action, a majority of the Board may elect to take corporate action via telephone polling, conference call, e-mail, facsimile or written consent to action in lieu of meeting. Each board member shall at all times provide all other board members with an email address and facsimile number at which any required notice may be provided to the member. Each member will be deemed to have received notice sent to said members at his or her email address or facsimile number.

(e) **Special Meetings -Notice:** Special meetings may be called the President or the majority of the members of the Board, by giving seven-day notice of such meeting, or less if agreed to by a majority of the Board, to each director, either personally, by mail, facsimile or e-mail. Said notice must state the time place and specific purpose of any such meeting.

(f) **Quorum:** At all meetings of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business. However, the Board may not adopt any resolutions, expend corporate refunds, utilize corporate resources or otherwise lend the Corporation support to any legislation, proposed legislation, litigation, political party, political candidate or other cease unless said action is approved by two-thirds of the Board at a special meeting for said purpose following

proper notice. This shall not preclude any individual board Member from taking such action in his or her individual capacity, provided he or she clearly communicated the fact that he or she is doing so in her or her individual capacity and that the Corporation has not taken any action to indicate support or opposition.

(g) **Waiver by Writing:** Any notice provided or required to be given to the Directors may be waived in writing by any Director, whether before or after the stated therein.

(h) **Waiver by Attendance:** Attendance of a Director at any meeting, or participation via telephone or online platform shall constitute a waiver of notice of such meeting, except where he/she attends for the express purpose and so states at the opening of the meeting of the objection to the transaction of any business because the meeting is not lawfully called or convened.

(i) **Proxy usage:** Any Board member may provide a Proxy vote to another voting member in lieu of attendance at a meeting where a vote on a matter will occur. However, the Proxy allows that the owner of the Proxy to vote as he or she desires. No Member can allege that a Proxy was misused on a vote.

(j) **Meetings held by communication equipment:** All meetings of the Board of Directors and Committee meetings may be held by conference, telephone or similar communication equipment by means of which all Directors and/or members of said committees shall be deemed present at such meeting in person for all purposes and all action taken at such meeting shall be deemed present as in person for all purposes and all action taken at such meeting shall be deemed valid and lawful action by attendees as if present in a formal meeting.

(k) **Vacancies:** If the office of any Director becomes vacant by reason of death or resignation, a majority of the remaining Directors, though less than a quorum, may fill a vacancy until a successor shall have been duly elected at a meeting of the Board of Directors.

Section 2. Committee Meetings.

At least one member of the Board of Directors must preside over any committee meetings. The Board of Directors Member must report all actions of the committee to the Board of Directors and is responsible for formulating any plan or action that is consistent with the purpose of the FAC. A Board of Directors vote is required to implement any program or plan that a committee recommends.

Article VIII ***Elections***

Section 1. Elected Officers.

All Directors and Officers of the Corporation shall be members in good standing during the tenure of their service. The following Officers of the Corporation shall be chosen and appointed by election by the Board of Directors and shall be deemed elected Officers: President, Vice President, Secretary, Treasurer and at least four Directors, at Large. An elected officer shall be deemed qualified when he or she engages in the duties of the office to which he or she has been elected and

furnishes any bond required by the Board; but the Board may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

Section 2. Time of Election.

The FAC shall hold an election for the Office of President, Vice President, Secretary and Treasurer which shall take place at the Annual Meeting.

Section 3. Procedure for Election

During the board meeting the month prior to the Annual Meeting, nominations shall be made for officers' positions. A nomination for the officer position may be made by the sitting officer or another board member. The election of officers shall be on the agenda for the Annual Board Meeting. If any officer position has only one nominee, that position should be considered first, and a formal vote taken. If an officer position has more than one nominee, the president shall call for a discussion with a formal vote to follow. The secretary shall poll the board members and record the votes for the minutes.

Section 4. Term of Elected Officers.

The terms of the officers shall begin at the conclusion of the Annual Meeting. Each elected officer shall hold his or her office for the term for which he was elected or until he or she resigns or is removed by the Board, whichever occurs first. Officers may serve successive terms without limitations.

Section 5. Other Officers and Agents.

The Board from time to time may also appoint such other officers and agents for the Corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the approval of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board, or by an elected office empowered by the Board to make such determination.

Section 6. Removal from Office.

Any Officer or agent elected or appointed by the Board of Directors and any employee, may be removed, or discharged by the Board of Directors whenever in its judgment, the best interest s of the Corporation would be served. Such removal shall be without prejudice to the contractual rights, if any, of the person to be removed. A Board Member may be removed by a majority vote of the remaining Board members.

Section 7. Additions to Board of Directors.

Additional Directors may be added to the Board by unanimous vote of the then existing Board.

Article IX ***Committees***

Section 1. Committees.

The FAC shall have the following standing committees: CLE/Education, Amicus Curiae, Membership, Legislative, and Governance/Grievance. The President may create such special

committees or eliminate any existing special committees as the President may from time to time deem desirable.

Section 2. Public Statements.

Except as otherwise provided in these Bylaws, no committee shall commit the FAC, or act in the name of the FAC, or make public statements in the name of the FAC, without first obtaining approval of the President or following such procedure as the Board of Directors may from time to time adopt. A committee may make public statements on its own only after obtaining approval from the President or following such procedures as the Board of Directors may from time to time adopt.

Section 3. Appointments.

The President shall have authority to appoint and remove all committee members and appoint and remove the chairpersons of all committees.

Section 4. Duties.

The duties of each standing committee shall be those prescribed by the Board of Directors 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 Directors, or as to special committees, or the President. Each committee shall keep a record of all of its proceedings.

Article X

Code of Ethics and Grievance Procedures

Section 1. Code of Ethics

The FAC shall maintain a FAC Code of Ethics incorporated in these Bylaws, for its members to further the cause of ethical adoption and assisted reproductive technology law.

(a) All members of the FAC shall be bound by and shall agree to follow the FAC Code of Ethics when providing representation in adoption or assisted reproductive technology matters. Said Code of Ethics is incorporated hereto as ***Exhibit A***.

(b) The FAC shall maintain Grievance Procedures to enforce the FAC Code of Ethics and these Bylaws, and to discipline any member found to have committed misconduct.

Section 2. Grievance Procedure.

The FAC shall maintain a Grievance Procedure for its members in order to the further the cause of ethical adoption and assisted reproductive technology law. Said Grievance Procedure is separately maintained and incorporated herein as part of the Bylaws.

Section 3. Reported Violations.

In the event any member is reported to an Officer a violation of the Code of Ethics, Grievance Procedures, or these Bylaws, such report shall be addressed under the Grievance Procedures.

Section 4. Termination of FAC Membership.

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

(b) Failure to comply with the Code of Ethics, Grievance Procedures, Listserv Policies or these Bylaws may be grounds for termination of membership of the FAC.

(c) Failure to provide information required or providing false or misleading information on the initial application form or the membership renewal form may be grounds for termination.

Article XI Fiscal

Section 1. Negotiable Instruments. All checks or negotiable instruments for the payment of money and all notes of the Corporation shall be signed by such Officer or Officers or other such person(s) as the Board of Directors may from time to time designate. If no such designation is made and unless and until the Board of Directors otherwise provides, the President and Treasurer shall have the power to sign all such instruments for and on behalf of the Corporation, which shall be made in the ordinary course of the Corporation's business.

Section 2. Fiscal Year. The Board of Directors shall have the paramount power to fix, and from time to time, change the fiscal year of the Corporation, In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on the date which the Corporation treated as the close of its fiscal year.

Article XII Amendments to Bylaws, Code of Ethics, and Grievance Procedures

(a) The Grievance Procedure is separately drafted and incorporated herein as ***Exhibit B***

(b) These Bylaws, Code of Ethics, and Grievance Procedures and the Listserv policy may be amended, repealed, or altered in part or in whole by a majority vote at any regular or special meetings of the Board of Directors of the Corporation.

Article XIII Indemnification

Section 1. Right of Indemnification.

(a) The FAC shall reimburse, indemnify and hold harmless each member of the Board of Directors, and employee of the FACA and may reimburse, indemnify and hold harmless agents of the FAC 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 an officer, employee or agent of the FAC if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the FAC. The termination of any proceeding by judgment,

order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person acted did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlements of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made under this section with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such could shall deem proper.

(c) To the extent that any person referred to in this section has been successful on the merits or otherwise in defense of proceeding referred to therein or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith, including fees for appellate services rendered.

(d) Any indemnification under this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding, or, (3) by independent legal counsel selected by the Board of Directors as prescribed in (1).

(e) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, the members of the Board of Directors who are not parties to such proceeding shall evaluate the reasonableness of expenses and may authorize indemnification.

(f) Expenses incurred by an officer or director in defending a civil or criminal or proceeding may be paid by the Corporation in advance of final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to

be indemnified by the Corporation as provided in this section (c). Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

(g) The indemnification and advancement of expenses provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, Bylaw, agreement, vote of directors or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) For the purposes of this section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

Section 2. Purchase of Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section .

Article XIV Nondiscrimination

Membership in the Council shall not be restricted on account of discrimination against any person or group based on race, color, sex, sexual orientation, age, religion, national origin, marital status, political belief, or physical handicap.

Article XV Resolutions

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

Article XVI Member Communications

Section 1. Means of Communication.

(a)The FAC may use or establish one or more means of electronic or fax communications for use by

members, including internet website communications and Listservs. Policies for the Participation in the FAC Listserv are separately drafted and incorporated herein as *Exhibit C*.

(b) No member may use such FAC established means of communication for any purpose other than FAC business or professionally related correspondence. No member shall disparage any other person in any transmission sent by means of FAC established means of communication. Any violations shall be addressed via the FAC Grievance Policy referenced in *Article XII*.

Section 2. Confidentiality of Communications.

The FAC has established a Listserv system for notifying the membership of FAC 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 FAC members only and may not be copied or forwarded to nonmembers without prior consent from the Board of Directors. Further, the information in such transmissions shall be treated as confidential and may not be discussed with persons who are not members of the FAC except in the context of professional representation of a client. This confidentiality provision shall also apply to information a member may possess from a posting on the Listserv or other FAC established means of communication.

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 and addressed to the member at the last known address for the member as recorded in the membership list maintained by the Treasurer of the FAC, or upon being faxed, emailed or sent through the FAC Listserv or as provided on the FAC website.

(b) It shall be the responsibility of each member to inform the Secretary of the FAC of any changes to the member's address, telephone number, fax number, and email address.

Article XVII ***Conflicts of Interest***

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect FAC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of FAC. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

(a) Interested Person.

(1) General Rule. Any person who is a "disqualified person" within the meaning of Treas. Reg. §53.4958-3 is an "interested person" for purposes of this policy. Thus, any person who is, or during the preceding five (5) years was, in a position to exercise substantial influence over the affairs of FAC is an "interested person." If an individual or entity is an interested person

with respect to FAC or any entity affiliated with FAC, he or she is an interested person with respect to all affiliated entities.

(2) Particular persons. Any person who is, or who was during the past five (5) years, a director, principal officer, or member of a committee with board delegated powers, and who has a direct or indirect financial interest, as defined below, is an "interested person." In addition, the spouse, ancestors, siblings, and descendants (and spouse of any ancestor, sibling, or descendant) of any such person is an interested party. Finally, any business, trust, or estate, at least 35% of which is owned by one or more interested persons, is itself an interested person. Other factors, e.g., being the founder of FAC, a substantial contributor to FAC, or a key executive who is not an officer, will also be considered in determining whether an individual or entity is an interested person

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family-

(1) an ownership or investment interest in any entity with which FAC has a transaction or arrangement.

(2) a compensation arrangement with FAC or with any entity or individual with which FAC has a transaction or arrangement; or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FAC is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

Section 3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest and must be given the opportunity to disclose all material facts, to the directors and members of committees with board delegated powers that are considering the proposed transaction or arrangement.

(b) Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.

(2) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the board or committee shall determine whether FAC can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in FAC's best interest and for its own benefit, and whether the transaction is fair and reasonable to FAC. The board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(5) Each agreement with an interested person shall contain an appropriate provision permitting the agreement to be modified or terminated if the Internal Revenue Service determines that any transaction that is the subject of the agreement is an excess benefit transaction within the meaning of §4958 of the Internal Revenue Code.

(6) For purposes of this policy, a disinterested person is one who is not an interested person with respect to the transaction, who is not in an employment or other financial relationship with any disqualified person with respect to the transaction, and who does not have any other material financial interest that may be affected by the transaction.

(d) Violations of the Conflicts of Interest Policy.

(1) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors and all committees with Board of Directors authority shall contain the following:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a transaction or arrangement, and the nature of the financial interest; and

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Compensation Committees. A voting member of the Board of Directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation,

directly or indirectly, from FAC for services is precluded from discussing and voting on matters pertaining to that member's compensation. However, such a person is not prohibited from providing information to the Board of Directors or any committee regarding compensation of similarly situated persons.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement, which affirms that such person

- (a) has received a copy of this conflicts of interest policy.
- (b) has read and understands the policy.
- (c) has agreed to comply with the policy; and
- (d) understands that FAC is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that FAC operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) whether compensation arrangements and benefits are reasonable and are consistent with the results of arm's-length bargaining.
- (b) whether acquisitions of goods or services result in inurement or impermissible private benefit.
- (c) whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further FAC's charitable purposes and do not result in inurement or impermissible private benefit; and
- (d) whether agreements to provide goods or services further FAC's charitable purposes and do not result in inurement or impermissible private benefit.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, FAC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Article XVIII

Executive Compensation

Section 1. Setting and Approval of Key Executive Employee Compensation Arrangements. Compensation arrangements of key executive employees of FAC shall be approved in advance by the authorized body (as defined in Paragraph 4 below) of FAC who shall have obtained and relied upon appropriate data as to comparability (as defined in Paragraph 6 below) prior to making its determination. The authorized body shall adequately document (as defined in Paragraph 7 below) the basis for its determination concurrently with making that determination.

Section 2. Key Executive Employees. For purposes of this article, the term "key executive employee" includes the Officers of FAC and any individual who has powers and responsibilities similar to Officers and Directors of FAC. The term includes any person who, regardless of title, has ultimate responsibility for implementing the decisions of the Board of Directors, for supervising the

management, administration, or operation of FAC, or for managing the finances of FAC as a whole. The term does not include the heads of separate departments or smaller units of FAC, as these individuals do not have management responsibilities for FAC as a whole.

Section 3. Family members of Key Executive Employees. Compensation arrangements of family members (as that term defined in Treas. Reg. §53.4958-3(b)(1)) of key executive employees shall be reported to an authorized body (as defined in Paragraph 4 below) of FAC at least annually.

Compensation arrangements of family members (as that term is defined in Treas. Reg. §53.4958-3(b)(1)) of key executive employees that are not commensurate with non-family member employees of FAC for individuals in similar positions with similar duties and experience shall be approved in advance by an authorized body (as defined in Paragraph 4 below) of FAC who shall have obtained and relied upon appropriate data as to comparability (as defined in Paragraph 6 below) prior to making its determination. The authorized body shall adequately document (as defined in Paragraph 7 below) the basis for its determination concurrently with making that determination.

Section 4. Governing Body Authorized to Set Key Executive Employee Compensation Arrangements. The term "authorized body" shall include the Board of Directors of FAC or a committee of the Board of Directors, which may be composed of any individuals permitted under State law or FAC's Bylaws to serve on such a committee, to the extent that the committee is permitted by State law to act on behalf of the Board of Directors. However, such authorized body shall be composed solely of individuals who do not have a conflict of interest (as defined in Paragraph 5 below) with respect to such compensation arrangement.

Section 5. Absence of Conflict of Interest. A member of the governing body authorized to approve key executive employee compensation arrangements does not have a conflict of interest with respect to a compensation arrangement only if the member:

(a) Is not a disqualified person (within the meaning of Treas. Reg. §53.4958-3) participating in or economically benefiting from the compensation arrangement and is not a member of the family (as defined in Treas. Reg. §53.4958-3(b)(1)) of any such disqualified person.

(b) Is not in an employment relationship subject to the direction or control of any disqualified person participating in or economically benefiting from the compensation arrangement.

(c) Does not receive compensation or other payments subject to approval by any disqualified person participating in or economically benefiting from the compensation arrangement.

(d) Has no material financial interest affected by the compensation arrangement; and

(e) Does not approve a transaction providing economic benefits to any disqualified person participating in the compensation arrangement, who in turn has approved or will approve a transaction providing economic benefits to the member.

Section 6. Appropriate Data as to Comparability. The authorized body has appropriate data as to comparability if, given the knowledge and expertise of its members, it has information sufficient to determine whether the compensation arrangement in its entirety is reasonable. Relevant information shall include, but is not limited to, compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; the availability of similar services in the geographic area of FAC; current compensation surveys compiled by independent firms; and actual written offers from similar institutions competing for the services of the individual for whom the compensation arrangement is being set.

Section 7. Adequate Documentation. The written or electronic records of the authorized body shall note:

- (a) The terms of the compensation arrangement that was approved and the date it was approved.
- (b) The members of the authorized body who were present during debate on the compensation arrangement that was approved and those who voted on it.
- (c) The comparability data obtained and relied upon by the authorized body and how the data was obtained; and
- (d) Any actions taken with respect to consideration of the compensation arrangement by anyone who is otherwise a member of the authorized body but who had a conflict of interest with respect to the compensation arrangement.

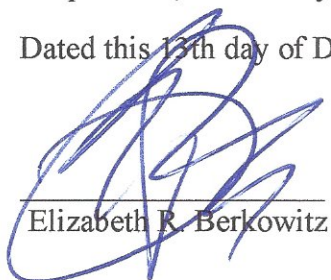
If the authorized body determines that reasonable compensation for a specific arrangement is higher or lower than the range of comparability data obtained, the authorized body must record the basis for its determination.

The documentation outlined in the section shall be duly recorded in the minutes of the authorized body before the later of the next meeting of the authorized body or 60 days after the final action or actions of the authorized body are taken. Such records shall be reviewed and approved by the authorized body as reasonable, accurate and complete within a reasonable time period thereafter.

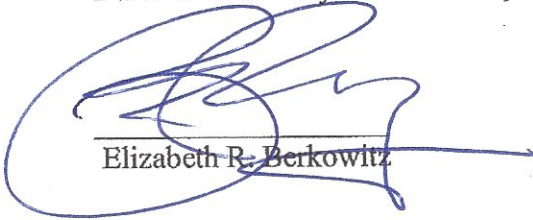
CERTIFICATE

THE UNDERSIGNED HEREBY CERTIFIES that they acted as a President and Chairman of the Corporation of a meeting of Board of Directors of the above corporation at a meeting held on December 13, 2021, at which the foregoing Bylaws were duly amended as and for the Bylaws of the Corporation, and hereby certifies that the foregoing constitutes the Bylaws of said Corporation.

Dated this 13th day of December, 2021.


Elizabeth R. Berkowitz

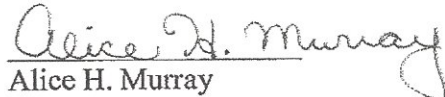
Dated this 13th day of December, 2021.



Elizabeth R. Berkowitz

THE UNDERSIGNED HEREBY CERTIFIES that she acted as a Secretary of the Corporation of a meeting of Board of Directors of the above corporation at a meeting held on December 13, 2021, at which the foregoing Bylaws were duly amended as and for the Bylaws of the Corporation, and hereby certifies that the foregoing constitutes the Bylaws of said Corporation.

Dated this 13th day of December, 2021.



Alice H. Murray

Exhibit A

COUNCIL CODE OF ETHICS FOR THE FLORIDA ADOPTION COUNCIL

PREAMBLE

In order to further the cause of ethical adoption and assisted reproductive technology law practice, the Members of the Florida Adoption Council (FAC), hereby establish this COUNCIL CODE OF ETHICS. This Code is to be read in conjunction with each Member's governing bar ethics rules and/or licensing bodies and is intended to supplement such rules. Each Member of the Council agrees as follows:

GENERAL PROVISIONS

The Council Code of Ethics is binding on all Members regardless of membership class and applies to all work performed by a member in an adoption case or ART matter.

1. ETHICAL STANDARDS AND COURTESY

- a. A Member of the Council shall fully comply with all laws and rules regulating the practice of law, social working, and any employment related to the facilitation of a private placement adoption including licensing rules and laws, Ethical Rules, Disciplinary Rules, Ethical Canons, and any other Rules of Professional Conduct -- in effect in each jurisdiction in which the Member provides services.
- b. A Member shall maintain the highest standards of professional and ethical conduct.
- c. A Member shall not engage in activities that bring discredit upon the Council or the practice of adoption.
- d. A Member shall extend every possible professional courtesy to other Members and to the clients of other Members.

2. RIGHTS AND OBLIGATIONS

A Member shall assure that the Member's clients are aware of their legal rights and obligations and that all parties are aware of their right to separate legal counsel.

3. MULTIPLE REPRESENTATION

A Member shall not simultaneously represent multiple parties with potentially conflicting or competing interests where such representation is prohibited. Where such representation is permitted, a disclosure and waiver shall be required.

4. FRAUD AND MISREPRESENTATION

A Member shall actively discourage fraud or misrepresentation, shall not engage in such conduct, and shall take all reasonable measures, consistent with the confidentiality of the attorney/client relationship, to prevent fraud or misrepresentation. This includes withdrawing from representation where necessary to avoid participation in any such conduct.

5. FINANCIAL ASSISTANCE

A Member shall assure that parties to an adoption or ART Matter are aware of laws in the jurisdiction where the Member is licensed to provide services as to financial assistance to birth parents in an adoption or parties to an ART Matter. A Member shall not assist or cooperate in any adoption or ART Matter in which the Member has reason to believe that the birth parent, parents, or parties are being paid or given anything of value contrary to law.

6. LEGAL FEES and SCOPE of REPRESENTATION

- a. A Member shall inform the Member's client, at the time the Member accepts employment, of the scope and terms of the Member's services and the fees to be charged for these services. The Member shall provide the client with a copy of a written retainer agreement that accurately reflects the scope and terms of such services and states the jurisdiction or jurisdictions in which the Member is licensed to practice law.
- b. A Member shall not enter into any agreement or arrangement with any person or entity that would have the effect of restricting the ability of the Member, or the ability of counsel for any party, to exercise independent professional judgment on behalf of, or to provide necessary, complete, and competent legal services to, his or her client. However, a Member may accept an engagement that limits the representation of counsel to specific issues as long as (1) the limitation is clearly specified in a written retainer agreement between and signed by the Member and the client, and (2) the limitation concerns specific legal issues and is not an arbitrary and unreasonable limit on the number of hours counsel may spend or the amount in fees counsel may incur in the representation. This provision does not prevent a Member from entering into an agreement to provide services on a flat fee basis.
- c. A Member may not accept or retain compensation for representing a client from someone other than the client unless: (1) the client has given written informed consent; (2) the payment arrangement and terms do not interfere with the Member's independent professional judgment nor with the attorney-client relationship; and (3) the Member maintains and respects all client confidences under this Code and all other applicable legal ethical rules.
- d. A Member shall not enter into an agreement for, charge, or collect, an illegal or unconscionable fee. Advanced fees collected by a Member shall be returned to the Member's client if not commensurate with the services that have been provided by the Member. In determining whether a fee is unconscionable, the factors to be considered shall include, but not be limited to, the following: (1) The amount of the fee in proportion to the value of the services performed; (2) The novelty and difficulty of the questions involved and the skill required to perform the legal services properly; (3) The time limitations imposed by the client or by the circumstances; (4) The time and labor required; and (5) The experience, reputation and ability of the Member performing the services.

7. TRUST FUNDS

A Member shall disburse client trust funds or escrow funds only for those purposes specifically authorized by the client, and the Member shall not exercise independent judgment or discretion over trust fund or escrow fund disbursements unless the client has specifically authorized the exercise and scope of such discretion. A Member shall promptly account for all client funds held by the Member, upon request by the client, and shall promptly reimburse to the client all unearned funds upon request by the client or upon completion of the case.

8. ADVERTISING

A Member shall not make false or misleading claims in advertisements. A Member shall not advertise in a manner that is unprofessional or which brings the Council into disrepute.

9. DISCLOSURE AND REFERRALS

A Member shall avoid any appearance of impropriety and shall fully disclose to the client or clients any familial or financial relationship between the Member and any entity or individual to whom the Member makes a referral or from whom the Member receives a referral. A Member may not make a referral to any entity or individual who has a relationship or affiliation with the Member for the purpose of charging a referral or matching fee that the Member could not have charged. When it is appropriate for a Member to make a referral, the Member shall fully disclose to the client or clients any financial benefit, directly or indirectly, received by the Member from any such entity or individual

10. AMENDMENTS

Any amendments to the Council Code of Ethics shall be made in the same manner as set forth in Article XI of the Bylaws of the Florida Adoption Council.

11. RELIANCE UPON REPRESENTATIONS

A Member may ethically rely upon reasonable representations made by legal, medical and/or mental health professionals, as well as the Parties to an adoption or ART Matter.

12. EFFECTIVE DATE

This Code shall govern any adoption case or ART Matter entered into after January 1, 2022, and, as to amendments adopted and merged into this Code.

13. INFORMATION PROVIDED TO CLIENTS

A Member may inform a client as to the Member's understanding of the laws of a jurisdiction in which the Member is not licensed provided that the Member discloses that the Member is not licensed to practice law in that jurisdiction.

14. REIMBURSEMENT OF FINANCIAL ASSISTANCE

If a birth parent has received financial assistance from clients represented by another attorney, the Member shall endeavor to secure reimbursement, if possible, of the

financial assistance to the person(s) who provided same from the prospective adopting parent(s) represented by the Member, so long as the reimbursement represents legally permissible and reasonable expenses.

15. ADOPTION PROFESSIONALS WHO DO NOT HAVE LICENSING GUIDELINES & REQUIREMENTS

Any professional who works in adoption and who is a member of the FAC but does not have a licensing requirement is held to the same expectation of professional and ethical standards as a licensed member.

Exhibit B

Grievance Procedures

Purpose —The Grievance Procedures of the Florida Adoption Council exist to enforce the Council Code of Ethics and Bylaws, and to discipline any member of the Council found to have committed Misconduct.

ARTICLE I. JURISDICTION

All members of the FAC are subject to these Grievance Procedures.

ARTICLE II. DEFINITIONS

A. The following definitions shall apply:

1. **Board of Directors** — means the governing Board of the Florida Adoption Council.
2. **Chair** — means the Chair of the Grievance Committee.
3. **FAC** —means the Florida Adoption Council.
4. **Grievance** — means a written document alleging Misconduct and providing sufficient written notice to the Respondent of the charges against him or her on the prescribed Council Grievance Form.
5. **Grievant** — means any person, group of persons, organization, or entity filing a Grievance.
6. **Investigative Panel** — means three (3) members of the Grievance Board, chosen by the Chair or his or her designee, to hear Grievances.
7. **Investigative Report** — means a written document signed by the Chair setting forth the name and background of the member under investigation or statement of the nature of Misconduct alleged, a recital of all facts and evidence presented pertaining to the allegations or statement of the scope of the investigation conducted, recommended findings of fact, recommended findings of Misconduct, if any, and a recommendation as to further action.
8. **Misconduct** — means acts or omissions as set forth in Paragraph IV of these Grievance Procedures, a violation of the FAC Code of Ethics or a violation of the FAC Bylaws and Listserv Policies.
9. **Respondent** — means any member against whom a Grievance is filed.
10. **State** — means the State of Florida in which the attorney or agency is licensed.

ARTICLE III. GRIEVANCE BOARD

A. The Grievance Board shall consist of at least (3) members, including the Chair, appointed by and serving at the discretion of the Board of Directors. Members of the Investigative Panel shall be made up of three (3) members of the Grievance Board, should more than three members be appointed to the Grievance Board. The President shall consent to the Chair's Investigative Panel members, should more than 3 members sit on the Grievance Board.

B. A vacancy for any cause shall be promptly filled by appointment in the same manner as described in Article III (A).

C. Grievance Board members shall not participate in any investigation in which a judge, similarly situated, would be required to abstain or recuse himself or herself in accordance with Model Rules of Judicial Conduct as promulgated by the American Bar Association.

D. The Grievance Board shall have the following powers and duties:

1. Consider and investigate any alleged Grievance.
2. Conduct investigations in accordance with these Grievance Procedures, the Code of Ethics and Bylaws of the FAC.
3. Provide a Recommendation of Discipline appropriate to the violation.

ARTICLE IV. MISCONDUCT

A. Misconduct means any one or more of the following:

1. Violation of ethical rules or the code of professional responsibility that results in termination or suspension from the practice of law or other disciplinary action in a state in which a member is licensed.
2. Violation of ethical rules or the code of professional responsibility that results in termination or suspension from a state licensing department.
3. Conviction of a felony, or conviction of a misdemeanor involving moral turpitude.
4. Conduct which interferes with the administration of justice or otherwise brings the FAC into serious public disrepute.
5. Conduct which violates these Grievance Procedures, including a failure to comply with the orders or requests in an investigation being conducted by the Grievance Board.
6. Conduct in violation of the Council Code of Ethics or in violation of the Council Bylaws and Council Listserv policies.
7. If there is no licensing requirement that sets a certain standard of ethics or professional conduct for a Member, a “reasonable person standard” will be used in assessing whether said conduct falls below a high level of professional and ethical conduct. The “reasonable person standard” is an objective standard of conduct of a professional’s behavior in providing adoption services.

ARTICLE V. VIOLATION OF LISTSERV POLICIES

A. Improper dissemination of Listserv postings, as defined in Exhibit C, will be deemed unprofessional and grounds for sanctions, including but not limited to immediate suspension/revocation of FAC membership and/ or immediate suspension or revocation of access to the listserv. Listserv violations will be addressed by the Board of Directors and do not require the Grievance Committee to convene.

B. Postings on the FAC shall be limited to matters relating to adoption.

C. Listserv participants shall always conform to appropriate standards of conduct on the Listserv. Any obscene, inflammatory, libelous or derogatory statement, or any personal attack, in a message is strictly prohibited. Derogatory or disparaging information or comments pertaining to birth parents or prospective adoptive parents are also strictly prohibited, as are postings in violation of the

Listserv policies. Any posting in violation of these policies will result in sanctions as outlined in Article VIII.

ARTICLE VI. INVESTIGATIONS

A. A Grievance shall be filed with the President of the Board. The President of the Board shall forward said Grievance to the Chair within 5 days of receipt of the Grievance. No Grievance will be considered by the Board if it is more than 9 months from the alleged Misconduct date. The Chair shall provide a copy of said Grievance to the Investigative Panel. The Investigative Panel may investigate and file an Investigative report upon the receipt of presumptively reliable information concerning possible Misconduct of a member. The Chair shall obtain the consent of the two members of the Grievance Board prior to issuing said report to the Board of Directors. The Chair shall forward a copy of the Investigative Report to the President within thirty (30) business days of the filing.

B. The Grievance Committee has the discretion to determine whether a Grievance warrants an investigation or may be appropriate for Discipline by Consent. Where Discipline by Consent is considered, the Chair may contact the Respondent and negotiate a level of discipline consistent with the subject matter of the Grievance with the approval of the Board. Where Discipline by Consent is the appropriate measure, as decided by the Grievance Board, the Chair shall submit the proposed discipline to the President within twenty (20) days of the receipt of a Grievance for approval or rejection by the Board of Directors.

C. The Chair shall decide within twenty (20) days of the receipt of a Grievance whether it warrants investigation. Immediately upon that decision, the Chair shall notify the Respondent and request a response and shall advise the Respondent that the Grievance and the response will be referred to an Investigative Panel of the Grievance Board.

D. The Respondent shall have thirty (30) days to submit to the Chair a written response.

E. The Investigative Panel shall be selected by the Chair during this thirty (30) day period, should more than three members be on the Grievance Board.

F. Preponderance of the evidence is the standard for the Investigative Panel and the Board of Directors for a finding of a violation of these Grievance Procedures.

G. The Investigative Panel shall make such inquiries as it deems advisable and may receive and consider all evidence it considers reliable, regardless of the admissibility of such evidence under the Rules of Evidence.

H. From the date of its appointment, the Investigative Panel shall complete the investigation and submit its report to the Chair within sixty (60) days, regardless of whether a response is timely received from the Respondent.

I. Upon receipt, the Chair shall forward the Investigative Report and investigative documentation to the President.

J. In exigent circumstances, the Chair may lengthen or shorten the time periods in these Grievance Procedures with the consent of the President and notice to the Respondent.

K. All notices shall be by certified U.S. Mail or by some other carrier which requires a signature upon receipt, unless otherwise provided herein.

L. The Grievance Committee shall have the discretion to address misconduct at a private mediation, conducted by members of the Grievance Committee, among the parties without rendering a written formal finding.

ARTICLE VII. BOARD OF DIRECTORS

A. Upon receipt of an Investigative Report, the President shall submit to the Respondent a copy of the Investigative Report within five (5) business days.

B. The Investigative Report and all investigative documentation shall be considered by the Board at the next regular or a special meeting of the Board, to decide what, if any, violation occurred, and if so, what discipline will be imposed for such violation, in accordance with Article VIII (A) of these Grievance Procedures. The Respondent shall be entitled to make a statement before the Board, in writing or in person, when the Investigative Report is considered. A vote of two-thirds of the Board of Directors, present and voting, shall be required to determine whether there has been a violation. A vote of two-thirds of the Board of Directors, present and voting, shall be required to impose any discipline on a Respondent.

C. The Board of Directors shall discuss and render its final decision in executive session and shall provide a written decision to the Respondent within five (5) business days. The Chair of the Grievance Board will draft the final decision and submit to the President for approval. The President will sign and mail the final decision to the Respondent either by U.S. mail or email.

ARTICLE VIII. DISCIPLINE

A. The Board of Trustees may impose one of the following levels of discipline on a Respondent if a Grievance results in a finding of Misconduct:

1. *Termination of Membership*;
2. *Suspension from Membership* for an indefinite period of time subject to reinstatement upon application and approval by the Board of Directors;
3. *Temporary Suspension from Membership* for a definite period of time for such a period as deemed by the Board of Directors;
4. *Temporary Suspension of Listserv* privileges for a definite period of time for such a period as deemed by the Board of Directors; or
5. *Suspension from Listserv* for an indefinite period of time subject to reinstatement upon application and approval by the Board of Directors.

B. A member who has been found guilty of a felony, or a misdemeanor involving moral turpitude,

or terminated or suspended from the practice of law from a state in which a member is licensed, or have their professional license terminated or suspended shall have his or her membership terminated, unless substantial mitigating circumstances exist.

C. Should the Board of Directors determine that no Misconduct has occurred, it may order a *Dismissal of the Grievance* or issue a *Letter of Caution* advising a member that the conduct complained of does not constitute Misconduct, but that the conduct complained of should be avoided in the future.

D. Violation of the Listserv policies are under the direction of the Grievance Board, unless otherwise directed by the Board. Any violation after the initial warning will result in at least a 30-day suspension of membership (which includes a suspension of Listserv privileges). However, any violation determined by the Board of Directors to be serious and blatant may result in immediate temporary suspension of membership and Listserv privileges, or permanent suspension or revocation of membership and/or listserv privileges, regardless of whether there has been a previous warning.

E. Unless otherwise directed by the Board in any instance, sanctions for Listserv violations not determined to be serious or blatant are as follows:

1. **First Violation:** Private email warning from FAC Board Secretary on behalf of the Board.

2. **Second Violation:** At least a 30-day suspension of membership, which includes a suspension of Listserv privileges during any period of membership suspension.

3. **Third Violation and Subsequent Violations:** Sanctions as determined by the Board, which include but are limited to the above Disciplines in Section VIII (A).

ARTICLE IX. GRIEVANCE PROCEDURES TO BE LIBERALLY CONSTRUED

A. Time limitations are administrative. Failure of a Respondent to observe time limits may result in additional grounds for a Grievance.

B. No investigation or procedure shall be held invalid by reason of any non-prejudicial irregularity.

C. These Grievance Procedures shall be liberally construed for the protection of the public, the FAC, and its members.

ARTICLE X. IMMUNITY AND CONFIDENTIALITY

A. Grievances submitted to the FAC, testimony taken, Investigative Reports, affidavits or other documents presented with respect to these Grievance Procedures shall be confidential. The Respondent shall only be entitled to a copy of the Grievance and Investigative Report.

B. Members of the FAC I shall be immune from suit relating to any conduct in the course of their official duties or responsibilities as Council Directors or Investigative Panel.

ARTICLE XI. PUBLICATION OF DECISION

A. There shall be no publication of any misconduct or disciplinary actions on any adoption entity or member of the FAC.

B. All members of the FAC shall maintain a high level of professional conduct and confidentiality when involved in the Grievance process pursuant to Article X.(A).

ARTICLE XII. COMMUNICATION WITH GRIEVANT

The Chair shall provide the Grievant with periodic updates about the progress of the Grievance under these Grievance Procedures, including final disposition.

ARTICLE XIII. AMENDMENTS

Any changes or amendments to the FAC Grievance Procedures shall be made in the same manner as set forth in the Bylaws of the FAC.

Exhibit "C"
Policies for Participation in Florida Adoption Council's Listserv

1. The Florida Adoption Council listserv is a forum for Florida Adoption Council members to share and disseminate information pertaining to the practice of adoption in the state of Florida, including but not limited to legislative changes and updates, legal questions, sharing information relating to available adoptive matches and placements, networking for adoption services, education in the field of adoption, and the prevention of adoption fraud.
2. Membership in the Florida Adoption Council is required to participate on the Florida Adoption Council listserv. Members are expressly prohibited from making any queries or postings on behalf of non-members, including, but not limited to, queries and postings pertaining to birth mother inquiries, birth mother alerts, adoptive families needed, requests for assistance, requests for information, etc. Participants will be removed from the listserv if their Florida Adoption Council membership lapses or they are no longer a member in good standing. Participants understand that the use of the listserv is a privilege of Florida Adoption Council membership, which privilege may be suspended or revoked by the Florida Adoption Council for breach of the listserv policies.
3. At the time of a member's initial application for membership, or renewal of membership, in the Florida Adoption Council, the member shall sign a form acknowledging receipt of Policies for Participation in Florida Adoption Council's Listserv and agreeing to follow and comply with the policies contained therein.
4. All members acknowledge that this listserv is a private forum wherein all listserv postings are confidential and for Florida Adoption Council members **only**. Listserv participants are prohibited from forwarding or disseminating in any manner any listserv message to anyone not a member of the Florida Adoption Council. Administrative staff of Florida Adoption Council members may access and receive listserv messages or forward listserv messages to Florida Adoption Council members but are similarly restricted from disseminating this information. Improper dissemination of listserv postings will be deemed unprofessional and grounds for sanctions, including but limited to immediate suspension/revocation of Florida Adoption Council membership and/or immediate suspension or revocation of access to the listserv.
5. Postings on the Florida Adoption Council listserv shall be limited to matters relating to adoption. Use of the listserv for commercial purposes or promotion (i.e., marketing items for sale, charitable activities, etc.) is prohibited. No member shall post or forward to the listserv any information regarding a prospective adoptive family seeking a child, nor shall any member advertise adoption services through the listserv unless the referenced family or services are in direct response to an inquiry from another member.
6. Members shall insure that their personal use of the listserv does not cause unnecessary spam or nuisance e-mail to other members. Any member whose computer becomes infected with a virus or other undesirable computer infiltration shall immediately notify the person maintaining the listserv of the problem.

7. The Florida Adoption Council may, but generally does not, screen posting content prior to posting by the member and, therefore, does not approve, authorize, censor, edit or otherwise exercise any discretion over the content of the postings to the listserv prior to the posting. The member posting any e-mail is therefore solely responsible for the content of the posting and agrees to be individually liable for any posting originating from the member's e-mail address. By utilizing the listserv, members agree to hold harmless and indemnify the Florida Adoption Council from any liability associated with any member's posting(s) to the listserv.
8. Listserv participants shall always conform to appropriate standards of conduct on the listserv. Any obscene, offensive, inflammatory, libelous, or derogatory statement, or any personal attack, in a message is strictly prohibited. Derogatory or disparaging information or comments pertaining to birth parents are also strictly prohibited, as are postings in violation of Section 11 below. Any posting in violation of these policies will result in sanctions. Unless otherwise directed by the board, the first violation not determined to be serious or blatant will result in a private warning via e-mail. Unless otherwise directed by the board, any violation after the initial warning will result in at least a 30-day suspension of membership (which includes a suspension of listserv privileges). However, any violation determined by the Board of Directors to be serious and blatant may result in immediate temporary suspension of membership and listserv privileges, or permanent suspension or revocation of membership and/or listserv privileges, regardless of whether there has been a previous warning. Unless otherwise directed by the board in any instance, sanctions for listserv violations not determined to be serious or blatant are as follows:
 - A. **First Violation:** Private e-mail warning from FAC secretary or president on behalf of the board;
 - B. **Second Violation:** When a second violation occurs within one year of the first violation, at least a 30-day suspension of membership, which includes a suspension of listserv privileges during any period of membership suspension;
 - C. **Third Violation and Subsequent Violations:** When a third or subsequent violation occurs within one year of a second violation, sanctions as determined by the board, which include, but are not limited to: fines; private or public reprimands; probation periods, during which all postings to listserv must receive prior approval; temporary or permanent suspension/revocation of membership and/or listserv privileges; etc.
9. All listserv postings shall include a subject heading (i.e., Legislative Update, Legal Question, Criminal Actions, Birth Mother Inquiry, Birth Mother BOLO, Adoptive Parent Inquiry, Adoptive Parent BOLO, Adoptive Family Needed, etc.) sufficient to enable members to quickly identify the content of the posting.
10. The following definitions shall apply:
 - A. "Birth Parent Inquiry ("BMI")." Any posted inquiry by a member seeking to determine if any other members have heard from or communicated with a birth

parent communicating with the posting member.

- B. "Be On the Lookout For ("BOLO")." Any posted inquiry by a member seeking to warn or advise other members of behaviors of concern by a birth parent. All BMI's and BOLO's postings to the listserv shall be posted in the following form:

1. **If WITHOUT Written Authorization Of Birth Parent** - Absent *written* authorization from a birth parent to disclose identifying information via e-mail, listserv or other media, listserv postings relating to birth parent inquiries or alerts shall only contain non-identifying information which shall include the birth parent's first name, and the first letter of last name, anticipated due date or date of delivery, and city and state of residence or expected/actual place of delivery, (i.e. Susan D. due 2/8/09 in Jacksonville, Florida; or Jennifer B., delivered 12/4/08 in Tampa, Florida). No other identifying information may be included.
2. **If WITH Written Authorization Of Birth Parent** - Postings from members who have written authorization from a birth parent to disclose identifying information via email, listserv or other media postings relating to birth parent inquiries or alerts may contain the birth parent's first and last name, anticipated due date or date of delivery, and city and state of residence or expected/actual place of delivery (i.e. Janet Thompson, due 4/14/09 in Jacksonville, Florida; or Samantha Smith delivered 10/15/08 in Daytona Beach, Florida). Any post identifying a birth parent by more than first name and ONLY the first letter of the last name must state "WITH written permission."

NO other written commentary or information about the birth parent or the status of his/her adoption plan shall be posted with the inquiry or alert (i.e., "watch out for", "matched and receiving support", etc.). If a member wants further information about a specific alert or inquiry, they should telephone, privately e-mail, or otherwise privately contact the member making the post.

- C. "Adoptive Parent Inquiry ("API")," Any posted inquiry by a member seeking to determine if any other members have worked with or engaged in **home study services** with the prospective adoptive parent.
- D. "Be On the Lookout For" ("BOLO AP") Any posted inquiry by a member seeking to warn or advise other members of concern by prospective adoptive parents who the Member has reason to believe will impede, compromise, or circumvent home study requirements or are providing misinformation in pursuit of home study approval. All API's and AP BOLO's postings to the listserv shall be posted in the following form:

1. **If WITHOUT Written Authorization Of Prospective Adoptive Parents** -

Absent **written** authorization from prospective adoptive parents to disclose identifying information via e-mail, listserv or other media, listserv postings relating to prospective adoptive parents inquiries or alerts shall only contain non-identifying information which shall include the prospective adoptive parents' first name, and the first letter of last name and city, county and state of residence (i.e., API: Ann & Michael D. Palm Beach County, FL, or AP BOLO: Ann & Michael D. Palm Beach County, FL). No other identifying information may be included.

2. **If WITH Written Authorization Of Prospective Adoptive Parents -**
Postings from members who have written authorization from prospective adoptive parents to disclose identifying information via email, listserv or other media postings relating to prospective adoptive parent inquiries or alerts may contain the prospective adoptive parents' first and last name, and city, county and state of residence (i.e. API: Ann & Michael Douglas Palm Beach County, FL or AP BOLO: Ann & Michael Douglas Palm Beach County, FL.) Any post identifying prospective adoptive parent by more than first name and ONLY the first letter of the last name must state "**WITH written permission.**"

NO other written commentary or information about the prospective adoptive parents or the status of his/her adoption plan shall be posted with the inquiry or alert (i.e., "watch out for", "possible fraud", etc.). If a member wants further information about a specific alert or inquiry, they should telephone, privately e-mail, or otherwise privately contact the member making the post.

If the Florida Adoption Council should provide approved forms to be utilized for postings, then each member must utilize the form provided by the Council.

11. All listserv postings shall include the name and telephone number of the member making the post to enable members to sufficiently identify the member making the post.
12. Members of the FAC shall refrain from engaging in solicitation of birth parents who are currently working with another member.
 - A. Florida Adoption Council members shall extend every possible professional courtesy to other Florida Adoption Council members and to the clients of other members. If a Florida Adoption Council member learns that a birth parent has previously made an adoption plan through another member, is receiving actual financial assistance from another member, or actually received financial assistance from another member, **concerning the same pregnancy or placement**, the member shall forthwith contact the other member to confer regarding the matter. If appropriate, the newly contacted entity should attempt to assist in reconciling any misunderstandings or miscommunications that might allow the birth parent to return

to the prior member and/or prospective adopting parent(s) with whom the birth parent had been matched. If this is either impossible or not agreeable to the birth parent, then in circumstances where the birth parent has received assistance with living and/or medical expenses from a member or clients represented by that member, the newly contacted member shall extend every professional courtesy to other Florida Adoption Council members and to the clients of other members, by attempting to secure financial reimbursement of said living and/or medical expenses to the entity or person(s) who incurred said expenses on behalf of the birth parent, so long as the reimbursement represents legally permissible and reasonable expenses as provided in Chapter 63 of the Florida Statutes.

- B. Members of the Florida Adoption Council shall refrain from initiating any unsolicited contact with any birth parent who the member knows, or has reason to believe, is currently working with another adoption entity and encouraging or discussing with the birth parent changing adoption entities or considering other prospective adoptive parents for their child. This includes any member that has previously worked with said birth parent, or any member that has represented or worked with, or is currently representing or working with, a prospective adoptive parent that has previously adopted a child from said birth parent. In instances where the member feels that maintaining sibling contact or placement of siblings together is a possibility, the member shall contact the adoption entity believed to be currently working with the birth parent directly to inform the adoption entity of the possibility.
- C. Policies for Participation in the Florida Adoption Council's Listserv shall be enforced by the Florida Adoption Council Board of Directors, based upon the recommendations from the Grievance Committee, in such manner as the board shall determine. The Board of Directors has the authority to temporarily suspend or permanently revoke the membership, and/or listserv access, to any member who violates any of the provisions contained herein, and the board's decision shall be final. The board may also delegate to such officer, member, or committee, as it deems appropriate, the authority to immediately suspend a member's membership and/or listserv privileges for up to 30 days without prior board approval.
- D. Questions or complaints regarding the suitability of a listserv posting should be addressed to the Secretary of the Florida Adoption Council, or such other person(s) as the Board of Directors shall designate.