

BY-LAWS
OF
New York Attorneys for Adoption and Family Formation, Inc.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the County of Albany, State of New York. The corporation may also have offices at such other places within or without the State of New York as the board may from time to time determine or the business of the corporation may require.

ARTICLE II – MEMBERSHIP

1. Eligibility. Any lawyer in good standing in the State of New York who is also a Fellow or Provisional Fellow of the Academy of Adoption & Assisted Reproduction Attorneys (AAAA) is eligible for Membership. Any person who was a member as of June 24, 2025 and who is not licensed in New York may remain a member.
2. If a Member's membership in AAAA is subsequently terminated by AAAA, such Member's membership in the corporation shall automatically terminate except as otherwise set forth herein. Members have an obligation to promptly disclose such termination of their membership in AAAA. This provision is not intended to and shall not be interpreted to terminate a Member's membership in the corporation when the Member's membership in AAAA ends due to financial issues, including inability to attend the requisite number of conferences required by the AAAA bylaws, due to retirement or winding down their practice, or other voluntary termination of AAAA membership.
3. If a Member voluntarily terminates membership with AAAA, they shall nonetheless be permitted to retain membership in the corporation so long as they otherwise satisfy all eligibility requirements.

4. To be a Member, the eligible lawyer shall pay the initial and annual dues set by the board. If a Member fails to pay annual dues within 3 months of a dues notice being sent, such Member's membership in the corporation shall automatically be terminated. A former Member who is otherwise eligible for membership, may rejoin the corporation by paying the initial dues again and thereafter paying annual dues set by the Board. Members, other than Officers, are required to actively serve on a committee.
5. A Member may resign their membership at any time by giving written notice to any Director or Officer.
6. Members shall receive notice of all board meetings by email and are entitled to attend meetings and participate in the open forum portion of the meeting.
7. All members are required to attend the annual meeting of the membership, which shall take place concurrently at the annual meeting of the board of directors as described in Article III.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS.

Subject to any provision in the certificate of incorporation the business of the corporation shall be managed by its board of directors, each of whom shall be at least 18 years of age. The board of directors shall be selected by a majority of the current board of directors.

2. NUMBER OF DIRECTORS.

The number of directors shall be a maximum of 11 which shall include officers.

3. ELECTION AND TERM OF DIRECTORS.

(a) All directors shall be elected to serve for a two year term. Such elections shall be made at the annual meeting of the board of directors. The initial board shall have three directors elected for a two year term and two directors appointed for a one year term so as to allow for staggered terms.

The election shall designate the length of each director's term. Thereafter terms will be two year terms.

(b) Each director shall hold office until the expiration of the term for which they are elected and until their successor has been elected and qualified, or until their prior resignation or removal.

(c) A director may serve for a maximum of three consecutive terms. There must be a one-year absence before being eligible for consideration for reappointment to the board.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason shall be filled by a majority vote of the remaining Board of the corporation. A director elected to fill a vacancy caused by resignation, death or removal of a director, shall be elected to hold office for the unexpired term of their predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by a majority vote of the board of directors.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the

vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETING.

The board may hold its meetings at the office of the corporation in Albany, New York or at such other places, within or without the State of New York, as it may from time to time determine. The Board will strive to hold at least quarterly meetings, one of which shall be the regular annual meeting of the membership.

10. REGULAR ANNUAL MEETING.

An annual meeting of the board shall be held at the AAAA annual conference each year. All board meetings shall be open to members and shall include an open forum for member participation during any meeting.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regularly scheduled meetings of the board may be held with email notice at such time and place as the board shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally, by e-mail, or by facsimile transmission; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to them. At special meetings only the business specified in the notice of meeting may be transacted.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors.

(c) Meetings may be held telephonically or by such other media as will allow all members to be heard at the same time.

12. CHAIRPERSON.

At all meetings of the board, the president, or in their absence, the vice-president or a chairperson chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate committees from time to time. The resolution appointing the committee shall specify the chair or chairs of the committee. Each such committee shall serve at the pleasure of the board.

The Executive Committee is hereby created and shall consist of all Officers of the corporation.

14. COMPENSATION.

No compensation shall be paid to directors, as such, for their services. No assets or income of the corporation may inure to the benefit of any director. A director may not vote on a motion to approve a contract under which a director or any entity for which they work may be paid for services rendered to the corporation.

15. The Board of Directors shall adopt a conflicts policy.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

(a) Unless otherwise provided for in the certificate of incorporation, the board may appoint one or more presidents, one or more vice presidents, a secretary and a treasurer, and such other officers as it may determine, from among the organization's members who shall have such duties, powers and functions as hereinafter provided. An officer shall be a member of the board.

(b) All officers shall be appointed to hold office for a term of two years. An officer may serve for

a maximum of three consecutive terms in a particular office.

(c) Each officer shall hold office for the term for which they are appointed and until their successor has been appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

(a) Any officer elected or appointed by the board may be removed by the board with cause.

(b) In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

(c) No more than one office may be held by one person at any time..

(d) No officer shall receive a salary for services as such. No assets or income of the corporation shall inure to the benefit of any officer of the corporation.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; they shall preside at all meetings of the corporation and of the board; they shall direct and oversee the management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The president may sign corporate checks. The president shall only vote to break a tie, and if there are co-presidents, they shall have one combined vote.

4. VICE-PRESIDENT

During the absence or disability of the president, the vice-president, shall have all the powers and functions as the president. Each vice-president shall perform such other duties as the board shall prescribe.

5. SECRETARY.

The secretary shall:

(a) attend all meetings of the board and of the corporation;

(b) record all votes and minutes of all proceedings and circulate them to the membership of the corporation upon approval by the board;

(c) give or cause to be given notice of all meetings of corporation and of special meetings of the board;

(d) keep or cause to be kept all the documents and records of the corporation as required by law or otherwise in a proper and safe manner; and

(e) perform other duties as may be prescribed by the board.

The secretary or the President may designate a recorder who may perform the duties under paragraph (a), (b), and (c) above in the absence of the secretary.

6. TREASURER.

The treasurer shall:

(a) have the custody of the corporate funds and securities;

(b) keep or cause to be kept full and accurate accounts of receipts and disbursements in the corporate books;

(c) deposit or cause to be deposited, all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board;

(d) disburse or cause to be disbursed, the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

(e) render to the president and board at the regular meetings of the board, or whenever they require it, an account of all their transactions as treasurer and of the financial condition of the corporation;

(f) be furnished by all corporate officers and agents at their request, with such reports and statements as they may require as to all financial transactions of the corporation;

(g) perform such other duties as are given to them by these by-laws or as from time to time are assigned to them by the board or the president; and

(h) sign corporate checks.

7. IMMEDIATE PAST PRESIDENT(S).

The outgoing President(s) shall remain an Officer of the corporation, in the officer position of Immediate Past President(s). The Immediate Past President(s) shall support the current president(s), assist with the transition to a new president(s), and provide guidance to the board of directors. The Immediate Past President(s) shall serve for only one term of the new president(s).

8. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into their hands.

ARTICLE V - CORPORATE SEAL

The corporation shall have no seal.

ARTICLE VI - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

ARTICLE VII - FISCAL YEAR

The fiscal year shall begin the 1st day of January in each year.

ARTICLE VIII - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE IX - BY-LAW CHANGES

AMENDMENT, REPEAL, ADOPTION.

Except as otherwise provided in the certificate of incorporation the by-laws may be amended, repealed or adopted by the board.

ARTICLE X - MISCELLANEOUS

a) All reference to the masculine gender, feminine gender or neuter shall be deemed to include all of the foregoing wherever necessary or appropriate and without distinction.

b) The board of directors may, from time to time hire or appoint an executive director to carry out the day to day operations of the corporation. The executive director shall be accountable to the board of directors. The executive director shall be paid a salary which shall be set annually by the board of directors.

c) The board of directors may adopt policies and procedures for the operation of the corporation which do not conflict with these by-laws, including a conflict of interest policy.

ARTICLE XI: HOLD HARMLESS

The corporation shall indemnify and hold harmless any officer or director for any claim asserted against such officer or director in their capacity as such to the extent allowable under New York Not-for-Profit Corporation Law Section 721 as it now exists or is hereafter amended.

ARTICLE XII: CONFLICTS OF INTEREST

Section 1. Purpose: The purpose of this conflicts of interest and related party transactions policy is to protect the Corporation when it is contemplating entering into a transaction or

arrangement that might benefit the private interest of a Director¹ or might result in a possible excess benefit transaction. This policy is intended to comply with and supplement, but not replace, any applicable state and federal laws governing conflicts of interest and/or related party transactions applicable to nonprofit and charitable organizations.

Section 2. Definitions:

- A. Interested Person – any Director or member of a committee with powers delegated by the Board who has a direct or indirect financial interest.
- 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 the Corporation has a transaction or arrangement; (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- C. Compensation – direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- D. A related party – (i) any Director or key employee of the Corporation or any affiliate thereof; (ii) any of their respective relatives; or (iii) any entity in which any of the foregoing individuals, individually or collectively, have a 35% or greater ownership or beneficial interest, or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

¹ The term “Directors” shall include Officers unless otherwise specified.

- E. Key employee – any person who is in a position to exercise substantial influence over the affairs of the corporation.
- F. Related party transaction – a transaction, agreement or other arrangement in which a related party has a financial interest and in which the Corporation is a participant.

Section 3. Procedures.

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the Executive Committee and be given the opportunity to disclose all material facts. A Director must also disclose in good faith all material facts if such Director is also a director or officer or has a substantial financial interest in a corporation, firm, association or other entity with which the Corporation contemplates a contract or other transaction.
- B. Determining Whether a Conflict Exists. After disclosure by and discussion with the interested person, the Executive Committee shall discuss and then vote on whether a conflict of interest exists. The interested person shall not be present for the discussion or vote of the Executive Committee.
- C. Procedures for Addressing a Conflict of Interest or Related Party Transaction. If appropriate, the Executive Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest or related party transaction. If not, the Executive Committee shall determine, by a majority vote, whether the transaction or arrangement is in the best interest of the Corporation, for its own

benefit, and whether it is fair and reasonable. The Executive Committee's determination shall then be reported to the Board. The interested person shall not be entitled to be present for or participate in discussion or votes about the transaction or arrangement giving rise to the conflict of interest or related party transaction. The interested person shall not attempt to improperly influence the deliberation or voting on the transaction or arrangement giving rise to the conflict of interest or related party transaction. A Director with a conflict of interest or who is a related party may, however, be counted in determining the presence of a quorum at the Board meeting.

- D. Violations. If the Executive Committee has reasonable cause to believe that an interested person failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose. If after hearing the explanation and further investigation, if necessary, the Executive Committee determines that the interested person has 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 and Executive Committee shall contain the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Reporting: Prior to election and annually thereafter, each Director shall submit a signed written statement to the Secretary: (a) acknowledging receipt and understanding of the conflicts of interest policy, (b) agreeing to comply with such policy, and (c) identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. Copies of all such statements shall be submitted to the Chair of the Executive Committee by the Secretary.

Section 6. Periodic Reviews: To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. The Corporation may, but need not, use outside advisors to conduct such periodic reviews. The use of outside advisors does not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Section 7. Compensation: A Director who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that Director's compensation. A voting member of any committee whose duties include compensation matters

and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that committee member's compensation. A Director or a voting member of a committee whose duties include compensation matters and who receives compensation, directly or indirectly from the corporation for services is prohibited from providing information to any committee or the Board regarding compensation.

Adopted: June 24, 2025

Secretary