



Iowa Foster and Adoptive Parents Association

BYLAWS

I. Article I – Name

This corporation shall be known as Iowa Foster and Adoptive Parents Association, Inc., herein referred to as IFAPA.

II. Article II – Membership

a) Section – Types of Membership

- 1) Regular Membership – shall be free to foster, adoptive and kinship families. Each member present in good standing shall have one vote, except as noted in Article IV, Section 2, regarding Board Meetings.
- 2) Contributing Membership – shall be available for a fee to all organizations and individuals wishing to support the purposes and efforts of IFAPA. The benefits of this membership include attending meetings and receiving the newsletter. This membership does not include voting rights.
- 3) Affiliate Membership – shall be available to all local foster, adoptive and kinship parent associations in Iowa. This membership does not include membership enrollment or voting rights.
- 4) Honorary Membership – may be awarded by IFAPA. Honorary members shall have no voting rights, but may attend meetings of IFAPA and shall receive the newsletter.

b) Section – Dues

Dues shall be payable annually based on IFAPA's fiscal year for contributing membership. The amount of the dues will be recommended by the Executive Director and approved by the IFAPA Board of Directors.

III. Article III – Executive Board and Board Members

a) Section – Board Members and Qualifications

- 1) The Board of Directors shall consist of the Executive Board, Service Area Representatives, and At-Large positions (if appointed). An appointed Community Advisory Board (if needed) shall assist Board members in carrying out their duties. The Board of Directors will be comprised of at least 80% foster, adoptive or kinship parents.
 - a) A board member shall be an IFAPA member in good standing at the time of nomination and election.
 - b) A board member shall support the mission, vision, goals and policies of IFAPA.
 - c) All board members will participate in fundraising efforts for IFAPA.

- 2) The Executive Board shall consist of the President, Vice President, Secretary and Treasurer. It also may include an Executive Advisor position, if appointed.
 - a) Qualifications for election to Executive Board:
 - i.) It is preferred that the candidate be a current member of the Board of Directors, in good standing, and have served on the Board of Directors for a period of no less than 12 months.

- 3) A Service Area Representative will be elected to the board from each of the DHS Service Areas. There will also be three at-large board positions (if filled) which will be appointed by the president following majority approval from the Board of Directors.
 - a) Qualifications for election as Board Members:
 - i.) It is preferred that the service area representative have at least one year of experience as a foster, adoptive or kinship parent.

- 4) At-Large Board Members. The board will have the discretion to add up to three at-large positions. These positions will be voting board members. It is preferred that these positions be filled with adoptive, foster and/or kinship parents who have at least one year of experience or a person with one year of experience in the field. Recommendations for these positions will be based upon identified areas of need and skills.

- 5) Community Advisory Board Members. These members of the board do not need to be foster, adoptive and/or kinship parents and will not be voting board members. The recommendations for these positions will be based upon identified areas of need and skills.

b) Section – Duties of Board of Directors

Each board member shall be a member in good standing of IFAPA for the duration of his/her term of office.

- 1) The President shall be the Chief Executive Officer whose duties and responsibilities include:
 - a) Preside at all scheduled meetings of the Board of Directors, Executive Board and General Membership.
 - b) With the Treasurer and Executive Director, sign program and funding contracts as authorized by the Board of Directors.
 - c) Cast the deciding vote in the event of any tied issue at the Board of Directors or general membership meetings.
 - d) Officially and publicly represent IFAPA.
 - e) Perform such other duties as provided by these bylaws, IFAPA's policies or as commonly appertain to the office of the President.
- 2) The Vice President shall:
 - a) Assume the duties of the President in his/her absence.
 - b) Assume the office of President in the event the President is unable to complete his/her term.
 - c) Perform such other duties as provided by these bylaws, IFAPA's policies or as commonly appertain to the office of Vice President.
 - d) Act as a parliamentarian at board meetings and shall cause an annual review of the bylaws and policies.
- 3) The Secretary shall:
 - a) Be responsible for causing accurate records of all Board meetings, delivered to IFAPA within fourteen (14) days of the previous meeting.
 - b) At all Board of Directors and/or General Membership meetings, will be responsible for the roll call vote, reading correspondence, and oversight of the recording of the minutes.
 - c) Maintain an accurate and current copy of the bylaws and IFAPA policies and have available at meetings.
 - d) Perform such other duties as provided by these bylaws, IFAPA's policies or as commonly appertain to the office of Secretary.
- 4) The Treasurer shall:

- a) Provide oversight of account management and disbursement of funds as authorized by the Board or the Membership.
 - b) Ensure that all financial records are audited on an annual basis.
 - c) With the President and Executive Director, sign funding and program contracts, as authorized by the Board of Directors.
 - d) Attend fund-raising/finance committee meetings.
 - e) Perform such other duties as provided by these bylaws, IFAPA's policies or as commonly appertain to the office of Treasurer.
- 5) The Executive Advisor shall (if appointed):
- a) Promote a smooth transition during changes in the Board and oversee the integrity of the mission, vision, and strategic plan of IFAPA.
- 6) The Service Area Representatives and At-Large Members shall:
- a) Represent the interests of foster, adoptive and kinship parents in Iowa.
 - b) Serve on a committee and/or task force.
- c) **Section – Election of Board Members**
- 1) Nomination.
- a) Election Committee – An Election Committee consisting of two board members and an off-board IFAPA member shall be appointed by the President.
 - b) Executive Board – The Election Committee shall submit to the Secretary and to the IFAPA office, within the time limit designated by the President, the names of the nominees for the executive offices of President, Vice President, Secretary and/or Treasurer.
 - c) Board Members - Notice of an expiring term of an area representative will be announced at least 90 days prior to the general membership meeting. Nominations can be made by any IFAPA member. The nominee must be an IFAPA member. The written nominations will be sent to the IFAPA office postmarked by the published date.
 - i.) All nominees will be personally contacted by a member of the Election Committee.
 - ii.) All nominees will be required to interview with a member of the Election Committee.

- iii) At-Large Board Members – Nominations for these positions may be made by the current IFAPA Board of Directors. Nominations will then be reviewed by the Board President.
 - d) Community Advisory Board – Recommendations for Advisory Board positions are submitted to the Board President and Executive Director. Recommendations are based upon identified areas of need and skills needed by the IFAPA Board of Directors to benefit IFAPA.
- 2) Election.
- a) Executive Board
 - i.) Election of the Executive Officers shall be held by ballot in January.
 - ii) Executive Officers shall serve for a term of two (2) years.
 - iii) Executive Officers are eligible to serve in the same office for four (4) consecutive years only.
 - iv) Officers are eligible to serve on the Executive Board only six (6) consecutive years; an exception being to serve a 7th/8th year as President.
 - v) The Executive Board Officers shall be elected by the Board of Directors at an official board meeting.
 - vi) When a vacancy occurs on the Executive Board, the President, in consultation with the remaining members of the Executive Board, shall appoint a Board member to fill the vacancy. The appointee shall serve the remainder of the term of office.
 - b) Board Members
 - i) The Election for Board Members shall be done at the General Membership Meeting or by mail. No two elected board members shall reside in the same county. The term of office for the Board Members shall be two (2) consecutive years staggered by service area. The election cycle for board members shall be as follows: on odd years the Waterloo, Cedar Rapids and Davenport service area board members shall be elected, on even years the Dubuque, Sioux City, Des Moines, Council Bluffs and Ames service area board members shall be elected, and so forth.
 - ii) If a board member is unable to serve or a vacancy is not filled by local election, the President shall appoint a board member to fill the vacancy. The position shall be appointed for a one year term.

- iii) If more than 365 calendar days remain in the term, the position shall be put in the next election as a “special” election, and the elected years served will NOT be considered a full term. An appointee having served 366 calendar days or more years will be considered a full term.
- 3) Term of Office. All board members shall serve for a term of two (2) consecutive years, and may be re-elected. The term of office begins July 1 following the election. Officers shall not hold more than one office at a time but may run for an open office while holding another office. A maximum of two consecutive elected terms may be held in the same office. With the following exception: an off-going member can be appointed by the President for a one year extension (maximum of two extensions) if there is not another candidate for nomination at the yearly election for their service area. A board member may not serve more than eight (8) consecutive years on the IFAPA Board of Directors. A board member will be eligible to return after a period of one (1) year has passed since holding a position on the IFAPA Board.
- 4) Resignation. Members of the Board desiring to resign shall submit their resignation in writing to the Executive Board.
- 5) Two persons from the same household may be elected to any position. Members from the same household may not run separately for or hold two different elected offices at the same time.
- 6) Any officer or board member violating the provisions of these bylaws may be asked to resign, or may be recalled by a 2/3 majority vote of the board members present at the next board meeting. Notice of a recall vote must be published in the newsletter prior to the meeting.

d) **Section – Duties of IFAPA Members in Support of Board of Directors.**

Recognizing the responsibilities and duties undertaken by those who serve as IFAPA Board Members, it is nevertheless understood that officers alone cannot make an effective organization without the active support of the members. Accordingly, the IFAPA members accept the following duties and responsibilities:

- 1) Be willing to serve on committees or special projects.
- 2) Keep the officers informed of local activities and issues relevant to foster and adoptive parents and/or children.
- 3) Attend meetings of IFAPA and encourage others to attend and become members.
- 4) Support legislation to benefit Iowa’s children; oppose harmful legislation; become acquainted with legislators and keep them informed about relevant issues.

- 5) Keep IFAPA organization informed of funding opportunities in your area.
- 6) Support the mission and vision of IFAPA.

e) **Section – Appointments to the Board**

- 1) For each year of the President’s term of office, the President shall have the option of appointing an Executive Advisor member to the Executive Board for a term of one year. The President shall consider input from the Executive Board when making the decision. The Executive Advisor member shall meet the same qualifications for election to the Executive Board.
- 2) An at-large board position may also be appointed each year to serve for up to a two (2) year term. The four (4) at-large positions shall rotate two (2) per election year.
- 3) Community Advisory Board:
 - a) May or may not be foster, adoptive or kinship parents.
 - b) Will include up to 5 positions which may be filled depending on needs of the board, to benefit IFAPA. (i.e. Fundraiser Advisor, Financial Advisor, Marketing Advisor, Legal Advisor, etc.) These positions will be appointed by the IFAPA Board of Directors for a one year term.

4. **Article IV – Meetings**

a) **Section – Schedule**

- 1) An annual meeting of the general membership shall be held in the spring of the year and may be in conjunction with the IFAPA conference. Introduction of new officers shall occur at that time. The meeting date and location shall be announced in the newsletter. The meeting date may be changed by the Executive Board provided notice is given to the membership via the newsletter or by mail at least ten days in advance of the earlier date. Meetings may be postponed due to inclement weather.
- 2) The Board of Directors shall meet no less than two times per year. The meeting date and location shall be announced the Friday prior to the meeting, on the IFAPA website and/or by contacting the IFAPA Office. Additional Board meetings may be called by the President as needed.
- 3) The Executive Board shall meet as needed to carry on the business of IFAPA.

b) **Section – Open, Closed, Vote, Reporting**

All meetings, including Board meetings, at which IFAPA business is conducted, shall be open to the general membership. Board meetings may be closed when employees and their performances are being discussed. Only board members may vote at board meetings. Minutes shall be kept.

Each board position has one vote in board meetings.

Each individual member shall have one vote at any IFAPA meeting where general membership is allowed to vote.

Any action affecting the general membership shall be printed in the next newsletter and reported to the membership at the next annual meeting.

c) Section – Procedure

All regular meetings of IFAPA shall be based on Robert’s Rules of Order, Revised.

d) Section – Quorum, Proxy

Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, those members of IFAPA who are present at the call of any meeting of the members (General Membership meetings), and who are entitled pursuant to these bylaws to vote at such meetings, shall constitute a quorum for the transaction of business thereat.

Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, a majority of those members present and entitled to vote shall carry the question at any meeting of the members of IFAPA. Members of IFAPA shall not be permitted to vote by proxy at any meeting of IFAPA.

5. Article V – Committees

a) The Standing Committees shall be:

Bylaws/Policy
Nominations
Budget/Finance
Public Policy

b) The President shall establish additional standing or ad-hoc committees as deemed necessary to further the goals of IFAPA and carry out the objectives of the board in performing its duties.

c) Establishment of such additional committees shall be on a motion, seconded and carried by a majority of the board.

d) Committees shall meet as needed. Committees may conduct business by telephone, by mail, or by meeting together in person. The committee chair shall keep a record of all business transacted and report to the board at meetings, or as requested by the President. Written reports of committee business shall be submitted to the Executive Director within seven (7) days of a committee meeting.

6. Article VI – Amendment

The bylaws of IFAPA may be added to, amended or repealed, in whole or in part, by a majority vote of the members present at a general membership meeting , or by a majority of the responses received from a mail-in vote, provided that written notice of intention to add to or amend or repeal the bylaws in whole or in part has been given each member at least 30 days prior to the scheduled meeting. Publishing such notice of intention in the newsletter shall fulfill this requirement, provided that the newsletter is mailed at least 30 days prior to the scheduled meeting.

All proposed amendments shall be submitted in writing to the President or Bylaws Chairperson 90 days prior to the general membership meeting to allow it to be discussed and acted upon by the board if necessary.

7. Article VII – Policy

a) Section – Description

IFAPA shall be self-governing, nonprofit, nonpartisan and nonsectarian, and shall not discriminate against any person by reason of sex, race, creed, religion or national origin.

b) Section – Funds

IFAPA shall solicit and receive funds for the accomplishment and furtherance of these bylaws.

c) Section – Law

IFAPA shall not engage in any activities or exercise any powers that are contrary to law or to the primary purposes for which IFAPA was formed.

d) Section – Fiscal Year

The fiscal year of IFAPA shall be July 1 through June 30.

8. Article VIII – Dissolution

IFAPA shall not dissolve as long as any voting member opposes its dissolution. Upon the dissolution of IFAPA, any assets shall be disposed of exclusively for a charitable organization pertaining to foster and adopted children, as shall at the time qualify as an exempt organization or organizations under the United States Internal Revenue Code.

9. Article IX – Compensation

a) Section – Unsalariated

Board members of IFAPA shall be unsalaried.

b) Section – Reimbursement

Board Members of IFAPA shall be entitled to reimbursement of expenses incurred in the performance of their duties as officers or on behalf of IFAPA, including but not limited to mileage, postage, telephone calls, stationary and other supplies. Expense forms shall be submitted to the office before reimbursement for expenses is made.

No claim shall be made for payment of any expenses for which payment has already been made or is expected to be made by any other agency or association.

10. Article X – Non-Liability of Members

The private property of the members shall not be liable for the payment of the Iowa Foster and Adoptive Parents Association, Inc. debts to any extent whatsoever.

11. Article XI – Indemnification of Officers and Directors

Any person who at any time shall serve, or shall have served, as director or officer of IFAPA, and the heirs, executors and administrators of such person, shall be indemnified by IFAPA against all costs and expenses (including but not limited to counsel, fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claims action suit, or proceeding, in which he, she or they may be involved by virtue of such person being or having been such director or officer; provided, however, that such indemnity shall not be operative with respect to (1) any matter as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such director or officer of (2) any matters settled or compromised, unless, in the opinion of indifferent counsel, selected by or in a manner determined by the officers and Board of Directors, there is not reasonable ground for such person being adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, or (3) any amount paid or payable to IFAPA. The foregoing indemnification shall not be determined exclusive of any of the rights to which those indemnified may be entitled under any bylaws agreement, vote of members, or otherwise.

Approved by Membership 03/10