Ammendments to the Bylaws of the Corporation

Article I Name

The name of the organization is "Also-Known-As, Inc."

[Revision adopted by the Board of Directors on 18 Aug 2001.]

Article II Offices

Section 2.02 Change of Address

The designation of the county of this Corporation's principal office may be changed by amendment of these Bylaws and by processes pursuant to Section 803(a) of the New York State Not for Profit Corporation Law. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of the address shall not be deemed, nor require an amendment of these Bylaws:

349 W. Broadway, Apt. 15
New York, NY 10013
date: June 12, 2000

165 W. Fourth St., Apt. 5
New York, NY 10014
date: August 16, 2002

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Article III Mission

The mission of Also-Known-As is to empower the intercountry adoption community, build cultural bridges and transform ideas of race.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Article IV Non-Profit Purposes and Tax Exemption Status

Section 4.04 Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Article V National Convention

Section 5.02 National Agenda

A national agenda consisting of public policy positions, national affiliations and associations, changes in governance over chapters and other issues and topics that effect this Corporation and its chapters, may be adopted at a duly convened convention of the Corporation. The national platform shall not relate to budgetary or fiscal matters of this Corporation. The national agenda, or a portion thereof, approved by a majority of voting delegates present at the national convention shall be binding on the Board of Directors and all chapters of the Corporation.

1. The Board of Directors shall have the exclusive power to propose a national agenda for approval by the voting delegates of the national convention. However, any delegate, chapter, general member or chapter member may submit a policy position paper on a particular issue to the Board of Directors for consideration. Such a position paper must be submitted before the Board of Directors votes to propose the national agenda to the voting delegates, or before a deadline for such submission set by the Board of Directors or a committee of the Board of Directors.

2. The voting delegates of the national convention shall consider the national agenda proposed by the Board of Directors. The power of the voting delegates to the national convention shall be restricted as follows: (1) they may not propose a position on an issue or issues to be included in the national agenda except through the process promulgated by the Board under Article XII, Section 12.02(a) of these Bylaws; (2) they may, after due consideration and debate, approve, disapprove or modify the national agenda, or a portion thereof.

[Revision adopted by the Board of Directors on 17 Aug 2002.]
Article VI Board of Directors

Section 6.01 Composition
1. Elected Directors: The number of Directors shall not be less than three persons. Collectively they shall be known as the Board of Directors ("the Board" as set forth hereafter). Thereafter, the number of Directors may be fixed from time to time by action of the Board of Directors requiring a two-thirds majority vote. No decrease shall shorten the term of any Director then in office.
2. Ex-officio Directors: The President, Vice President, General Secretary and Treasurer shall be voting ex-officio members of the Board.
3. Two-thirds of the Board of Directors must always be adult domestic or international adoptees.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Section 6.02 Qualifications
Requirements to be on the Board of Also-Known-As is minimum age of 21 years, be a member in good standing for six months to one year, and final board discretion.

[Revision adopted by the Board of Directors on 18 Aug 2001.]

Section 6.04 Duties
The duties of the Board of Directors are as follows but are not limited to the following:
1. Perform any and all duties imposed on them collectively or individually by laws of this state, by the Articles of Incorporation or by these Bylaws.
2. Appoint and remove, employ or discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any of all officers, agents and employees of the Corporation.
3. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
4. Meet at such times and places as required by these Bylaws, at least five-sixths of all Regular Meetings unless the elected Director lives outside of the New York City tri-state area. If the elected Director lives outside of the New York City tri-state area, they are required to attend at least one-third of all Regular Meetings.
5. Register their addresses with the General Secretary of the Corporation, and notices of meetings mailed to such addresses shall be valid notices thereof.
6. All elected Directors must pay an annual fee in an amount and time predetermined by the Board of Directors. This fee is due within the first two months of each year they are a Director.

[Revision adopted by the Board of Directors on 20 Sep 2003.]

Section 6.07 Elections
1. Nominations:
   1. Any General Member may submit the names of qualified members for election to the Board of Directors to the Governance Committee for review.
   2. The Governance Committee will review submissions and make recommendations to the Board of Directors.
   3. The Board of Directors will nominate candidates for election by majority vote.
   4. The names of nominees will be placed on official ballot.
2. Elections:
   1. Election for Elected Directors shall be held at the Annual Meeting of Members.
   2. Voting for the election of Directors shall be by written ballot.
   3. Each General Member shall cast one vote per candidate.
   4. General Members may vote by absentee ballot.
   5. Official ballots shall be sent by United States Mail to each member requesting absentee ballots.
   6. Ballots must be returned to the location, and by the date designated by the Board or a committee delegated by the Board.
   7. A candidate may vote for himself or herself.
   8. The candidates receiving the most number of votes cast shall be elected to the vacant seats on the Board.

[Revision adopted by the Board of Directors on 12 Jul 2000.]

Section 6.09 Resignation
Any Director may resign effective upon giving written notice to the Chairman of the Board, if any, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office
of the Secretary of State of the State of New York or other appropriate agency. The above provisions of this section shall be superceded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

**Article VII Executive Officers**

*Section 7.01 Designation of Officers*

The officers of the Corporation shall be a President, Vice President, General Secretary and Treasurer. The Corporation may also have a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such officers with titles as may be determined from time to time by the Board of Directors. The same person except the office of President and Secretary may hold any two or more offices.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

*Section 7.02 Qualifications*

Each officer shall be of at least 21 years of age, shall be a member of the Corporation during his/her office and have been an elected Director for a minimum of one year.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

*Section 7.04 Nominations and Elections*

1. Any Director may nominate candidates for office.
2. The officers shall be elected by at least a majority vote of the Directors present at the Board meeting.
3. A candidate may vote for himself or herself.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

*Section 7.05 Removal and Resignation*

1. The Board of Directors, requiring a two-thirds majority vote, may remove officers from office, with or without cause.
2. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the General Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective. No officer may resign if the Corporation would then be left without a duly elected officer or officers in charge of its affairs, except upon notice to the Office of the Secretary of State of the State of New York or other appropriate agency. The above provisions of this section shall be superceded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

*Section 7.09 Duties of the General Secretary*

The General Secretary of the Corporation and shall:

1. Certify and keep at the principal office of the Corporation or at such other places as the Board may determine, the original or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Corporation or at such other places as the Board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of its members, recording therein the time and place of the meeting, whether regular or special, how called, how notice thereof was given and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the Seal of the Corporation and affix the Seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
5. Keep at the principal office of the Corporation or at such other places as the Board may determine, a membership book and/or database containing the name and addresses of each and any members, and in the case where any membership has been terminated, he or she shall record such a fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney; on request there for, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
7. In general perform all duties, incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her by the Board of Directors.

[Revision adopted by the Board of Directors on 17 Aug 2002.]
Section 7.10 Duties of the Treasurer
The Treasurer shall:
1. Have charge and custody of, and be responsible for, all the funds and securities of the Corporation, and deposit such funds in the name of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of the account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request there for.
6. Render to the President and Directors, whenever requests an accounting of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
9. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall engage in contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Article VIII Committees

Section 8.01 Purposes
The Board shall form, remove or modify committees as necessary for the purposes of carrying out the work of the Corporation.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Section 8.02 Executive Committee
The Executive Committee consists of the President, Vice President, General Secretary and Treasurer, as well as any other officer position designated by the Board of Directors. The Board of Directors delegates to the Executive Committee, the powers and authority of the Board in the management of the business and affairs of the Corporation, with the exception of submitting action for membership approval, filling a vacancy of the Board of Directors, fixing Directors' compensation, altering the Bylaws or changing a resolution of the Board of Directors, or by any other provisions of law. By a majority vote, the Board of Directors may at any time revoke or modify any or all of the Executive Committee's authority so delegated, increase or decrease but not to below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from positions on the Board of Directors. The President shall serve as Chair of the Executive Committee. In his or her absence, the Vice President shall preside. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board of Directors may require.

[Revision adopted by the Board of Directors on 17 Aug 2002.]

Article XIII Ratification and Amendment of Bylaws

Section 13.02 Amendments
Subject to the power of the Directors and Members (if any), of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, the Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by resolution of the Board of Directors.

[Revision adopted by the Board of Directors on 17 Aug 2002.]