



**american association of sexuality educators, counselors and therapists**

## ***Bylaws***

### **ARTICLE I**

The name of this organization shall be the American Association of Sexuality Educators, Counselors and Therapists, Inc., ("AASECT"). The name "The American Association of Sexuality Educators, Counselors and Therapists," the abbreviation "AASECT" and AASECT's logo(s) shall stand for the organization and their uses shall be strictly reserved for those formally approved by the Board of Directors.

### **ARTICLE II           PURPOSES**

#### **Section A: Not for Profit.**

AASECT is organized as a not-for-profit corporation in the Commonwealth of Virginia, where it is registered and shall abide by the laws of that State and those provided under IRS rules for 501(c)3 corporations.

#### **Section B: Purposes.**

The purposes for which AASECT is established are to:

- 1) Engage in such activities as will encourage and provide for improvement in the quality of sexuality education, sexuality counseling, sex therapy, and practitioner supervision in the field of sexuality.
- 2) Develop and promote recommended guidelines for professional certification of sexuality educators, sexuality counselors, sex therapists, and practitioner supervisors in the field of sexuality.
- 3) Encourage the development of a method for independent evaluation and/or certification of sexuality educators, sexuality counselors, sex therapists, and practitioner supervisors in the field of sexuality.
- 4) Foster research in the methods and techniques of sexuality education, sexuality counseling, sex therapy, and practitioner supervision in the field of sexuality.
- 5) Support the publication and dissemination of professional material on sexuality education, sexuality counseling, and sex therapy.
- 6) Advocate for sexual health and take public policy positions on issues in the field of sexuality.
- 7) Provide forums and assemblies in which members of various disciplines studying sexuality may be heard and exchange ideas in a spirit of collegiality and provide educational opportunities in the field of sexuality for those engaged in other professional fields.
- 8) Provide a referral service for AASECT Certified Professional Members to the public.
- 9) Provide assistance, as necessary or requested, to states and other governmental and non-governmental entities, nationally or internationally, regarding issues of training and certification or licensing requirements of sexuality educators, sexuality counselors, sex therapists, and practitioner supervisors in the field of sexuality.
- 10) Perform and do any and all such other acts as are necessary, convenient, and proper to the attainment of these objectives.

## ARTICLE III MEMBERSHIP

### Section A: Membership Eligibility.

All members must agree to support AASECT's purposes and mission, as well as the vision of sexual health for which it advocates.

All members must also agree not only that they will abide by AASECT's Bylaws, but also that their professional practice in the field of sexuality will be governed by AASECT's Code of Ethics.

Each member shall participate to the fullest extent feasible in activities that support AASECT's purposes, and shall abide by such other rules and regulations as the Board of Directors may require of members in each category of membership.

### Section B: Categories of Membership.

The membership of AASECT shall be categorized into the following seven levels:

- 1) ***Certified Professional Members*** are those whose membership is in good standing and who are currently certified with AASECT. These Members are eligible to vote in elections, to hold positions as Officers, as Directors, or as Chairs of Committees, and to serve on all Committees and other functional bodies.
- 2) ***Professional Members*** are those whose academic or professional credentials make them eligible to pursue AASECT certification, but who, for whatever reason, are not yet certified by AASECT. These Members are eligible to vote in elections and to serve on all Committees and other functional bodies, but not to hold positions as Officers (with the exception of the position of Treasurer), as Directors, or as Chairs of Committees (with the exception of the Finance Committee). In extraordinary circumstances, the Board of Directors may determine that, in a particular instance and for a specified reason, an exception needs to be made to the requirement that Directors and Chairs of Standing Committees must be Certified Professional Members, and a Professional Member may then hold such a position.
- 3) ***Supporting Members*** are those who support AASECT's mission and vision of sexual health, but who are not eligible for Professional Membership. These Members are eligible to serve on all Committees and other functional bodies, and to vote within these structures. Supporting Members are also entitled to vote for their Regional Representative on the Membership Services Steering Committee, and for the Chair of the Membership Services Steering Committee, who shall serve on the Board of Directors. Supporting Members shall not be eligible to hold positions as Officers (with the exception of the position of Treasurer), as Directors, or as Chairs of Committees (with the exception of the Finance Committee), nor vote in general elections.
- 4) ***Student Members*** are those who support AASECT's mission and vision and are currently enrolled in undergraduate or graduate training at a recognized and accredited educational institution, with a view to becoming eligible for Professional Membership. Annual documentation of student status is required in order to remain in this category of membership. These Members are eligible to serve on all Committees and other functional bodies, and to vote within these structures. Student Members are also entitled to vote for their Regional Representative on the Membership Services Steering Committee, and for the Chair of the Membership Services Steering Committee, who shall serve on the Board of Directors. Student Members shall not be eligible to hold positions as Officers (with the exception of the position of Treasurer), as Directors, or as Chairs of Committees (with the exception of the Finance Committee), nor vote in general elections.
- 5) ***Retired Members*** are those who qualify for retired status as specified by the Board of Directors, and who have applied to the Board of Directors for such recognition. These Members are eligible to vote in

elections and to hold positions on Committees, as Directors or as Officers, according to their prior status as Certified Professional Members or as Professional Members.

- 6) ***Distinguished Honorary Members*** are those individuals who are recognized by the Board of Directors as having made an outstanding contribution to the field of sexual health and/or to the goals and organization of AASECT. Distinguished Honorary Members will be so elected by the Board of Directors for a specified and time-limited duration and shall have such opportunities to vote and serve as the Board of Directors may decide their specific recognition entails.
- 7) ***Institutional Members*** are those Professional or Supporting Members who are employed by, or otherwise associated with, a public agency, educational institution, or a professional corporation, which has assumed the responsibility of the dues payment to AASECT. The Board of Directors shall entitle such institutions to nominate three Members to represent the institution within AASECT. Institutional Members have voting rights in accordance with their equivalent status as Professional or Supporting Members.

### **Section C: Representation of Membership Status by Members.**

Certified Professional Members, whose membership is in good standing, who are currently maintaining their certification requirements, and whose professional practice accords with AASECT's Code of Ethics may represent themselves professionally as "Certified Professional Members" of the American Association of Sexuality Educators, Counselors and Therapists." Renewal of certification shall require representation of an ongoing commitment to the AASECT Code of Ethics as guidelines for professional practice. Such Members shall incur such fees, obligations, and privileges as shall be determined by the Board of Directors.

Other than Certified Professional Members, AASECT Members in other categories of Membership may refer to their affiliation with AASECT, but not in any way so as to imply that such Membership is a professional qualification relevant to practice within the field of sexuality.

### **Section D: Application for Membership.**

Any person submitting an application for membership shall be considered under criteria and procedures that shall be established by the Board of Directors.

### **Section E: Voting Rights.**

Certified Professional Members, Professional Members, and Retired Members are entitled to vote in general elections, including elections for Officers of AASECT and ratifications of the AASECT Bylaws. Supporting Members, Student Members, and Distinguished Honorary Members are entitled to vote for the Membership Services Steering Committee Chair, who shall serve on the Board of Directors, and for their specific Regional Representative, who shall serve on the Membership Services Steering Committee.

### **Section F: Resignation.**

Members may resign from AASECT at any time by giving written notice to the Secretary. Any Member who resigns in good standing shall, upon written application, be considered for reinstatement under such terms and conditions as shall be established by the Board of Directors.

### **Section G: Denial and Termination of Membership.**

By decision of the Board of Directors, Members may be terminated from AASECT for cause, as follows:

- 1) Nonpayment of dues, fees, or assessments. Members terminated for this case shall be reinstated upon meeting the financial conditions indicated by the AASECT Office, subject to Policies and Procedures as determined by the Board of Directors, and the conditions for reinstatement under Section H of the Bylaws below.
- 2) Any conduct judged by the Board of Directors to be a flagrant violation of these Bylaws.

- 3) Failure to satisfy accurately or to maintain the requirements for membership.
- 4) Any conduct judged by the Board of Directors to be inimical to the corporation.
- 5) Professional misconduct as defined by AASECT's Code of Ethics.
- 6) Professional misconduct as indicated by disciplinary action undertaken by other legal, ethical, licensing, regulatory, or professional bodies.
- 7) Failure to notify the AASECT Board of Directors in writing of any current or previous ethical violations, as well as any legal (civil or criminal), ethical, regulatory, or licensing complaints, which are relevant to professional practice. It is the obligation of every member to provide such information upon application for membership, and within thirty calendar days of the member's notification of any relevant professional complaint, or ethical, legal, or regulatory action. It is also the obligation of every member applying for certification or for certification renewal to notify the Board of Directors of all such professional matters.
- 8) Failure to provide AASECT with accurate and complete information, as required or requested, at the time of applying for membership, renewing membership, applying for certification, or renewing certification.

Any of the conditions defined in parts 2-8 above constitute "not in good standing" for the purposes of Section H: Reinstatement.

The Board of Directors shall determine the appropriateness of continued or terminated membership in AASECT for any Member who is: (1) judged to have violated a civil or criminal law that is material and relevant to professional practice; (2) convicted of a criminal misdemeanor or felony relevant to professional practice; (3) disciplined by a professional ethics body of any State or country in which the Member is practicing or has practiced; (4) disciplined by a State or national licensing or certification board or other regulatory agency; (5) disciplined or discharged by an institutional grievance board or similar agency of any university, college, educational system, governmental agency, or similar organization to which the Member belongs, over matters relevant to their professional practice; (6) disciplined as religious counselors for their relevant professional conduct by the duly appointed leaders of the religious denomination to which the Member belongs.

The Board of Directors is authorized to request such information from a Member as it deems necessary for the assessment of a Member's appropriateness for continued Membership or for termination of Membership. Such information gathered by the Board of Directors shall be deemed confidential, as appropriate, by all AASECT sources (unless required by law to release such information).

Termination of Membership shall require a two-thirds majority vote by the Board of Directors. Any decision by the Board of Directors regarding a Member's status, including termination or discontinuation of certification, shall be final, and without appeal, as shall be any conditions the Board may impose for reinstatement.

#### **Section H: Reinstatement.**

Any Member who resigns in good standing shall, upon written application, be considered for reinstatement under terms and conditions established by the Board of Directors. Former Members who were Certified Professional Members and who seek reinstatement shall meet the certification standards in effect at the time of their application for reinstatement of Membership with professional certification. Former Members who departed "not in good standing" must apply to the Board of Directors for reinstatement under such procedures and conditions as the Board may specify.

## **ARTICLE IV DUES AND ASSESSMENTS**

The initial and annual dues and other assessments for each Membership category in AASECT shall be determined from time to time by the Board of Directors. When a Member fails to pay dues and assessments in full, upon notification by mail or email, his or her name shall be removed from the Directory and other listings of Members, and his or her Membership shall be terminated. In special circumstances, for example in instances of personal hardship, the Board of Directors shall have the power to adjust or waive, for a specified period of time, the dues and/or assessment obligations of any Member.

## **ARTICLE V MEETING OF THE MEMBERSHIP**

### **Section A: Annual Business Meeting.**

An Annual Business Meeting of the Members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place, as shall be determined by the Board of Directors.

### **Section B: Special Meetings.**

A special meeting of the members may be called by a majority of the Board of Directors, or upon written request to the Secretary (stating the purposes of the proposed meeting) signed by at least 10% of the Membership from at least two Regions. The time and place of such a meeting shall be determined by the Secretary, and it shall take place within sixty calendar days of the date on which such a meeting is called or requested.

### **Section C: Notice of Meetings.**

Notice of the annual business meeting or of special meetings of the Members, indicating time, date, and place, shall be disseminated at least forty-five calendar days prior to the date of the meeting. Dissemination of notice shall be delivered personally, sent by fax or email, or sent by U.S. mail or courier service with postage and fees pre-paid, unless notice is waived. Additional agenda items shall be added if requested in writing at least thirty calendar days prior to the date of the meeting, by at least 10% of the Membership for at least two Regions.

### **Section D: Quorum.**

The presence of at least 10% of the Certified Professional Members and Professional Members shall constitute a quorum at any meeting of Members. No proxies shall be permitted.

### **Section E: Manner of Acting.**

The act of a simple majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership, except where otherwise provided by law or by these Bylaws.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section A: General Powers.**

The affairs of AASECT shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of AASECT, and which shall determine its policies or changes thereof within the limits of these Bylaws; and which shall actively prosecute and have discretion in the disbursement of its funds.

The Board of Directors may adopt such rules and regulations, or "Policy and Procedures," for the conduct of AASECT's business as it deems advisable or necessary. The Board of Directors may also, in the execution of the powers granted, appoint such agents as it may deem necessary.

### **Section B: Composition.**

The Board of Directors shall be comprised of nine members with full voting privileges, plus the President and the Executive Director of the organization.

All members of the Board of Directors, with the exception of the Executive Director and the Treasurer (who shall be a Member in good standing), shall be Certified Professional Members of AASECT. The composition of the Board of Directors shall be as follows:

- **President**, duly elected by the body of voting Members (that is defined as Certified Professional Members, Professional Members, and Retired Members), shall serve a two-year term as President and Chair of the Board of Directors, and shall be a voting member of the Board only on issues when his or her vote is needed to resolve a split-vote on the part of the nine other voting members of the Board;
- **President-Elect**, duly elected by the body of voting Members, shall serve a two-year term as an Officer and voting participant on the Board of Directors, continuing on as President when the incumbent's term of office expires;
- **Secretary**, duly elected by the body of voting Members, shall serve a two-year term as an Officer and voting participant on the Board of Directors;
- **Treasurer**, duly elected by the body of voting Members, shall serve a two-year term as an Officer and voting participant on the Board of Directors (unlike the other Directors, the Treasurer may be any Member whose membership is in good standing, and need not be a Certified Professional Member);
- **Membership Services Steering Committee Chairperson**, duly elected by the body of voting Members, as well as the body of Supporting and Student Members, shall serve a two-year term as a voting member of Board of Directors;
- **Outreach Steering Committee Chairperson**, duly elected by the body of voting Members, shall serve a two-year term as a voting member of the Board of Directors;
- **Certification Steering Committee Chairperson**, shall be appointed by the President with the approval of the Executive Committee, and shall serve a two-year term as a voting member of Board of Directors;
- **Professional Education Steering Committee Chairperson**, shall be appointed by the President with the approval of the Executive Committee, and shall serve a two-year term as a voting member of Board of Directors;
- **Communications Steering Committee Chairperson**, shall be appointed by the President with the approval of the Executive Committee, and shall serve a two-year term as a voting member of Board of Directors;
- **Public Relations, Media, and Advocacy Steering Committee Chairperson**, shall be appointed by the President with the approval of the Executive Committee, and shall serve a two-year term as a voting member of the Board of Directors;
- **Executive Director**, shall be appointed and employed by the Board of Directors, and shall serve on the Board of Directors as a non-voting participant.

Elections for the President-Elect, Secretary, Treasurer, Membership Steering Committee Chairperson, and Outreach Steering Committee Chairperson, as well as the elections for members of the Nominating Committee and for the Regional Representatives shall be conducted in such a manner so as to ensure staggered terms of office. Unless circumstances prevail that dictate otherwise, the President-Elect and the Treasurer as well as for two members of the Nominating Committee (Eastern and Western Regions) shall be elected in the year alternate to that of the election of the Secretary, the Membership Steering Committee Chairperson, the Outreach Steering Committee Chairperson, the Regional Representatives, and the other two members of the Nominating Committee (Mid-Continent and International Regions).

Terms of office for all Board positions shall begin on July 1<sup>st</sup>, and each Director shall hold office until his or her successor is duly elected or appointed.

Directors may not serve more than a maximum of two full consecutive terms in the same office or position on the Board of Directors.

**Section C: Regular Board Meetings.**

The Board of Directors shall hold a regular annual meeting and at least one other face-to-face meeting, with appropriate resolutions and notice as to the time, date, and place, of such meetings.

**Section D: Special Board Meetings.**

Special meetings of the Board of Directors may be called by, or at the request of, the President, President-elect, Executive Director, Secretary, or Treasurer, or by any three of the remaining Directors; notification of all special meetings must be given to all Directors at least five calendar days prior to such a meeting.

**Section E: Additional Electronic Meetings or Teleconferences.**

At his or her discretion, the President, as Chair of the Board, may initiate email discussions or teleconferences, and voting by such means, concerning extant issues. Such proceedings must involve all Board members, be governed by the same considerations of quorum and majority vote, and be in accordance with the statutes of the Commonwealth of Virginia.

**Section F: Quorum.**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The Secretary must certify the presence of a quorum.

**Section G: Manner of Acting.**

The act of a simple majority of the Directors present at any Board meeting for which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

**Section H: Openness of Meetings.**

Except when the Board of Directors votes to conduct its proceedings in an executive session at which only voting members of the Board are present, all meetings and deliberations of the Board shall be accessible to any Member who wishes to attend.

**Section I: Vacancies.**

The President shall declare a position on the Board of Directors to be vacant if a Director fails to attend three consecutive meetings of the Board, whether they are scheduled or special meetings.

The President shall also declare a position on the Board of Directors to be vacant in circumstances of death, resignation, removal, disqualification, or otherwise.

With exception of the positions of President and President-Elect, any vacancy occurring on the Board shall be filled by a majority vote of the remaining Board of Directors. If any such position becomes vacant, the Nominating Committee shall, within sixty calendar days of the vacancy, present a slate of at least two candidates to the Board for its consideration as candidates to fill the remainder of the vacated term. For the purposes of the term limits specified in the final paragraph of Section H, appointments to fill vacancies of any duration shall not constitute a "full term" and thereby shall not limit a Director's potential service in that position.

In the event that the office of the President is vacated during the first year of office, the immediate Past President shall assume the presidential duties for the remainder of that year, and the President-Elect shall assume the presidential duties at the end of that year.

In the event that the office of the President is vacated during the second year of office, the President-Elect shall immediately assume the presidential duties and shall remain President until his or her regular term of office as President would have expired.

In the event that the office of the President-Elect is vacated with more than six months remaining in this term of office, the procedure for the Membership to vote for a new President-Elect shall be implemented, and the elected individual shall immediately assume the duties of President-Elect, becoming President when the incumbent has completed his or her remaining term of office.

In the event that the office of the President-Elect is vacated with less than six months remaining in this term of office, the procedure for the Membership to vote for a new President-Elect shall be implemented. The elected individual shall immediately assume the duties of President-Elect, but shall only become President six months after the normal completion of this term of office and shall subsequently serve as President for only eighteen months. In this circumstance, the President shall be required to continue to serve in this office for an additional period of six months (thus serving for a total term of thirty months), at which time the President-Elect shall assume this office.

Should AASECT lose the services of both the President and the President-elect simultaneously, the remaining Board Members shall declare these positions vacant and select an Acting President from among the remaining Board Members by a simple majority of the voting members, reducing the quorum to account for all lost Board positions. During this process, the Immediate-past President shall be considered a voting member of the Board of Directors until emergency elections are completed. The Acting AASECT President shall serve while elections for President and President-elect, and any other vacant elected Board positions are conducted. In this situation, only past and present Board Members shall be eligible to run for the replacement President, while selection of the President-elect election will be conducted under the ordinary requirements and procedures. The Acting President would be eligible to run for either the President or President-elect positions. The Acting President would have no authority to reappoint Directors or Committee Chairs that were already filled, but could appoint to vacancies ordinarily filled by the President, and could appoint an acting Director to fill the position vacated by his/her temporary assumption of the Presidency. The President and President-elect would each begin their service immediately following their election, and the acting President would return to his/her previous Board position unless elected President or President-elect. The normal AASECT committee appointment and election processes would be suspended, and be replaced by a transition process in which appointments were made cooperatively between the Board and newly elected President to fill committees for the balance of his/her term. Twelve months after the election of the replacement President, AASECT would return to selecting leaders by the ordinary election and appointment procedures in these Bylaws. Any leaders appointed during transition periods would not have such appointments count as 'full terms' under service limits provisions of the Bylaws. The newly elected President and President Elect would serve out the balance of the previous president's term, and the President-elect would become President at the end of that period.

#### **Section J: Resignation or Removal.**

Any Director may resign at any time by giving written notice to the President or Secretary. Any Director may be removed by a two-thirds vote of the Board of directors whenever in their judgment the best interests of AASECT would be served thereby.

#### **Section K: Remuneration and Conflicts.**

With the exception of the Executive Director, Directors shall not be compensated for their service on the Board of Directors, although their expenses in attending Board meetings may be reimbursed as appropriate. In addition, Directors shall have no undisclosed financial interest in the activities of AASECT or bearing upon the conduct of these activities.

#### **Section L: Absence of a Chair.**

In the event that the President is, for any reason, unable to chair a meeting of the Board of Directors, the Directors shall have the right to elect, by simple majority, from among the Directors present, a Chairperson,

who will conduct the business of that meeting, and who will be responsible for the appropriate recording and reporting of all matters undertaken or decided at that meeting.

### **Section M: Exceptional Circumstances.**

Under circumstances in which AASECT would be best served by an exceptional candidate, some qualifications for service may be partially waived by the Board, and when applicable, the Nominating Committee.

A Professional Member of AASECT may be advanced for a position ordinarily available only to Certified Professional Members. Such a candidate may only be advanced for an elected position if a simple majority of the Board of Directors and a simple majority of the Nominating Committee support the candidacy and the Membership is made aware of the candidate's exceptional qualifications on the ballot. For all appointed positions, the approval of the exceptional candidate is made by a simple majority of the Board.

The Board may also waive a residency, experience, term limit, or specific certification requirement, provided that the candidate agrees to fully represent the constituency of his/her position and maintains good standing through his/her service. The good standing requirement for service may never be waived.

Only one Board position and three standing committee positions at a time may be maintained under exceptional circumstances.

## **ARTICLE VII                      OFFICERS**

### **Section A: Officers.**

The Officers of AASECT shall be the President, President-Elect, Secretary, Treasurer and Membership Services Steering Committee Chair, as well as other such Officers as may be determined from time to time by the Board of Directors.

### **Section B: Elections and Term of Office.**

The Officers shall be elected by the voting Membership (of Certified Professional Members, Professional Members, and Retired Members) for a two-year term; as shall the Membership Services Steering Committee Chairperson and the Outreach Steering Committee Chairperson, who shall both also serve as Directors on the Board of Directors. (The MSSC Chair and some other positions are also voted on by a larger electorate.) These elections shall be by a mail or electronic vote at a date near the expiration of terms of office on June 30<sup>th</sup>, and terms of office shall commence on July 1<sup>st</sup>.

### **Section C: Removal.**

Any Officer, or other Director of AASECT, may be removed by a two-thirds majority vote of the Board of Directors whenever in their judgment the best interest of AASECT would be served thereby.

### **Section D: Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors, in accordance with the procedures set forth in Article VI Section I of these Bylaws, for the unexpired portion of this term.

A term is considered full if it is occupied under the ordinary processes specified for elections and appointments. A term is never full when a vacated occupant must be replaced by appointment under the provisions of Article VI, section I, or under the terms of a transition process duly approved by the Board of Directors.

The Board may declare any term to be partial if its occupant serves less than 18 months by passing a motion supported by a simple majority of Directors.

**Section E: President.**

The President shall be the Chairperson of the Board of Directors and shall preside over the meetings of the Board. Subject to the approval of the Board of Directors, the President shall appoint legal counsel and the Chairpersons of all Standing Committees, except the Nominating Committee, the Finance Committee, and the Executive Committee. He or she shall be an *ex-officio* non-voting member of all Standing Committees except the Nominating Committee.

The President shall maintain a close working relationship with the Executive Director, and they shall establish the schedule of all regular meetings of the Board of Directors.

The President shall serve as the liaison for AASECT to other professional and non-professional organizations.

The President shall present an Annual Report of the activities and actions of the Board of Directors to the Membership at the annual meeting.

The President shall perform all duties incident to the office of President, and such other duties as may be assigned from time to time by the Board of Directors.

**Section F: President-Elect.**

The President-Elect in general shall perform all duties incident to the office of President-Elect and such other duties as may be assigned from time to time by the President or by the Board of Directors. The President-Elect shall automatically succeed to the office of the President.

**Section G: Secretary.**

The Secretary shall be responsible for all of the official records of the meetings of the Board of Directors and the committees of the Board of Directors; shall be responsible for assuring that the business of AASECT is conducted by a legitimate quorum; shall direct the distribution of minutes, reports, and notices to the Membership and the Board of Directors; shall arrange for special meetings of the Membership; shall accept all correspondence addressed to the Board of Directors; and shall be responsible for moving that correspondence forward for action by the Board of Directors. He or she shall also serve as a voting member of the Bylaws Committee.

**Section H: Treasurer.**

The Treasurer shall submit for Board approval an annual operating budget for AASECT; shall Chair the Finance Committee; shall serve as Secretary in the absence of the elected Secretary; and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors. He or she shall also serve as a voting member of the Personnel Committee.

**Section I: Executive Director.**

The Board of Directors shall employ a person, or engage the services of a management group, to provide a person to administer the affairs of AASECT. As the Executive Director, this person shall be the Chief Executive Officer, administrator, and manager of the business of AASECT. Within the scope allowed by the Board of Directors, the Executive Director shall be responsible for hiring, evaluating, promoting, discharging, and compensating any other employees and contractors as the Board may require for AASECT's purposes.

The Executive Director shall implement the policies of the Board of Directors; shall be in charge and custody of, and responsible for, all the funds and securities of AASECT; shall receive receipts for monies that are due and payable to AASECT from any source whatsoever and deposit such monies in the name of AASECT in selected banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall arrange for an annual audit of AASECT's books by an independent auditor; and shall report the results of such audit to the Board of Directors and the Membership.

The Executive Director shall maintain a close working relationship with the President and other Officers, with the Standing Committees, and with all other Committees of the Board of Directors to ensure continued provision of membership services and maintenance of records.

The Executive Director shall manage AASECT subject to the direction of the Board of Directors, and perform additional duties as, from time to time, may be assigned by the Board of Directors.

The Executive Director shall be a non-voting participant on the Board of Directors, and a non-voting member of the Executive Committee.

The Board of Directors shall review the performance of the Executive Director periodically, and shall determine compensation, benefits, termination, or changes in the duties of the Executive Director.

## **ARTICLE VIII      STANDING COMMITTEES**

### **Section A: Structure.**

The Standing Committees of AASECT shall be:

- ***Membership Services Steering Committee and its committees.***
- ***Outreach Steering Committee and its committees.***
- ***Public Relations, Media, and Advocacy Steering Committee and its committees.***
- ***Certification Steering Committee and its committees.***
- ***Professional Education Steering Committee and its committees.***
- ***Communications Steering Committee and its committees.***
- ***Executive Committee.***
- ***Finance Committee.***
- ***Ethics Advisory Committee.***
- ***Awards Committee.***
- ***Nominating Committee.***
- ***Personnel Committee.***
- ***Bylaws Committee.***

In addition to the President (who serves as a non-voting *ex-officio* member of all Committees, except the Nominating Committee), all Standing Committees shall have no less than three members. The Chairperson of all Standing Committees, with the exception of the Finance Committee, shall be a Certified Professional Member.

No Chairperson of any Standing Committee shall serve in that position for more than two full consecutive terms of office of two-years. If a single partial term is served, for whatever reason, that person shall still be eligible to serve two full consecutive terms of office of two-years in that same position.

All Committees are responsible to the Board of Directors, which will define the scope of the activities of each Committee. The composition of every Committee shall be nominated by its Chairperson but subject to the approval of the Board of Directors, except in instances specified by the provisions of these Bylaws.

In addition to these Standing Committees, the Board of Directors may form whatever additional Committees and related structures it determines are necessary to meet the changing needs of AASECT as an organization.

### **Section B: Quorum and Reporting.**

No Standing Committee business shall be conducted without a simple majority of the voting Committee Members present. At all meetings, a member of the committee shall be designated as recorder and a report kept of the proceedings.

The Chairperson of each Standing Committee will submit a summary report to the Board of Directors, including any recommendations for action by the Board, prior to each regular Board meeting. These reports shall be forwarded to the AASECT Office and to the President no less than fourteen calendar days prior to the scheduled meeting of the Board of Directors, and the Executive Director and President will then forward these reports to the Board of Directors at least seven calendar days prior to the Board's regularly scheduled meeting.

### **Section C: Membership Services Steering Committee.**

The Chairperson of the Membership Services Steering Committee ("MSSC") shall be a Certified Professional Member, duly elected by the voting Membership as well as the body of Supporting, Student, and Distinguished Honorary Members. He or she shall serve a two-year term as a voting participant on the Board of Directors.

In addition to the President's *ex-officio* non-voting participation, the MSSC shall include its own Chairperson and the Chairperson of at least four component Regional Committees, each of whom shall be a Certified Professional Member:

- Eastern Region Members Committee
- Mid-Continent Region Members Committee
- Western Region Members Committee
- International Members Committee

These Committees shall function according to the provisions set forth in Article IX of these Bylaws.

Additionally, the MSSC Chairperson shall ensure that at least one Supporting Member and one Student Member is included in the MSSC.

In addition to the Chairperson of the Regional Committees, the MSSC shall include the delegates or Chairpersons of any Committees formed for Special Interest Groups, as may be formally determined from time to time by the MSSC Chairperson and the Board of Directors. Such Special Interest Groups might involve such matters as minority groups, student groups, groups dedicated to spiritual or religious issues, and so forth.

The Chairpersons of these Committees shall be Certified Professional Members, and no Chairperson of any of these Committees shall serve in that position for more than two full consecutive terms of office of two-years. With the exception of positions elected by the membership, participation in these Committees shall be subject to approval of the Board of Directors. All members of AASECT, including Supporting and Student Members may serve, and are encouraged to serve, on the component Committees of the MSSC and are eligible to vote in the proceedings of these Committees.

The MSSC shall be responsible for all matters concerning the retention and assistance of Members with respect to the professional mission of AASECT. The MSSC shall also attend to all matters of membership services, satisfaction, and liaison.

The MSSC shall work closely with the Committees governed by the Outreach Steering Committee to assist with the recruitment and retention of new members and the mentoring of prospective members.

### **Section D: Outreach Steering Committee.**

The Chairperson of the Outreach Steering Committee ("OSC") shall be a Certified Professional Member, duly elected by the voting Membership, and shall serve a two-year term as a voting participant on the Board of Directors.

In addition to the President's *ex-officio* non-voting participation, the OSC shall at least include its own Chairperson and the Chairpersons of its component Committees, each of whom shall be a Certified Professional Member.

The OSC and its component Committees shall be responsible for such matters as international outreach, professional mentoring, fundraising, and other areas such as may be determined by the Board of Directors.

The Chairpersons of these Committees shall be a Certified Professional Members, appointed by OSC Chairperson, subject to approval of the Board of Directors. Each Committee shall have at least three members. All Members of AASECT, including Supporting and Student Members, may serve, and are encouraged to serve, and are eligible to vote in the proceedings of these Committees. Members of these Committees shall serve no more the two full consecutive terms of two-years.

#### **Section E: Public Relations, Media, and Advocacy Steering Committee.**

The Chairperson of the Public Relations, Media, and Advocacy Steering Committee (“PRMA”) shall be a Certified Professional Member, appointed by the President, subject to approval of the Executive Committee, and shall serve a two-year term on the Board of Directors concurrent with the office of the President.

In addition to the President’s *ex-officio* non-voting participation, the PRMA shall include its own Chairperson and the Chairpersons of its component Committees, each of whom shall be a Certified Professional Member.

The PRMA and its component Committees shall address such matters as public relations, as well as media contacts, advocacy activities, and other areas such as may be determined by the Board of Directors.

The Chairpersons of these Committees shall be a Certified Professional Members, appointed by PRMA Chairperson, subject to approval of the Board of Directors. Each Committee shall have at least three members. All Members of AASECT, including Supporting and Student Members, may serve, and are encouraged to serve, and are eligible to vote in the proceedings of these Committees. Members of these Committees shall serve no more the two full consecutive terms of two-years.

While it shall be customary practice that only the President, the President-Elect, and the Executive Director may speak in the name of AASECT, the Chairperson of PRMA shall offer them support and guidance in so doing, subject to the approval of the Board of Directors. The Chairperson of PRMA may also make statements in the name of AASECT on the condition that he or she crafts these statements to conform strictly the AASECT’s “Mission and advocacy positions,” as approved, endorsed, and periodically revised by the Board of Directors.

#### **Section F: Certification Steering Committee.**

The Chairperson of the Certification Steering Committee (“CeSC”) shall be a Certified Professional Member, appointed by the President, subject to the approval of the Executive Committee, and shall serve a two-year term on the Board of Directors concurrent with the office of the President.

In addition to the President’s *ex-officio* non-voting participation, the CeSC shall include only its own Chairperson and the Chairpersons of its component Certification Committees, each of whom shall be a Certified Professional Member.

These component Committees shall be responsible for matters of certification as Sexuality Educator, Sexuality Counselor, Sex Therapist, Practitioner Supervisor, and other such specialty designations as may be determined by the Board of Directors.

These Chairpersons of these Committees shall be appointed by the CeSC Chairperson, subject to approval by the Board of Directors. Each Committee shall have at least three members and, whenever possible, all members shall have held the appropriate professional certification for a period of not less than two years. Only Certified Professional Members may serve on these Committees, and participation in these Committees is subject to the approval of the Board of Directors.

No Chairperson of any of these Committees shall serve in that position for more than two full consecutive terms of office of two-years.

The CeSC and its component Committees shall be responsible for all matters concerning certification, including the obligation to assist Professional Members in achieving certification, and the maintenance of high standards for certification. These Committees will determine which applicants receive professional certification and renewal of certification.

**Section G: Professional Education Steering Committee.**

The Chairperson of the Professional Education Steering Committee (“PESC”) shall be a Certified Professional Member, appointed by the President, subject to approval of the Executive Committee, and shall serve a two-year term on the Board of Directors concurrent with the office of the President.

In addition to the President’s *ex-officio* non-voting participation, the PESC shall include its own Chairperson and the Chairpersons of its component Committees, each of whom shall be a Certified Professional Member. The PESC and its component Committees shall be responsible for matters such as the Annual Conference, the approval of Educational Credit, Distance Learning, Summer Institutes, and other such areas as may be determined by the Board of Directors.

These Committee Chairpersons shall be appointed by the PESC Chairperson, subject to approval by the Board of Directors. No Chairperson of any of these Committees shall serve in that position for more than two full consecutive terms of office of two-years.

Each Committee shall have at least three members. All members of AASECT, including Supporting and Student Members may serve, and are encouraged to serve, on the component Committees of the PESC and are eligible to vote in the proceedings of these Committees.

The PESC and its component Committees shall be responsible for all matters concerning professional education, including the obligation to assist Professional Members and Student Members in obtaining the education required for achieving certification, as well as the obligation to assist Certified Professional Members in obtaining the education required to achieve greater excellence in their professional field.

**Section H: Communications Steering Committee.**

The Chairperson of the Communications Steering Committee (“CoSC”) shall be a Certified Professional Member, appointed by the President, subject to approval of the Executive Committee, and shall serve a two-year term on the Board of Directors concurrent with the office of the President.

In addition to the President’s *ex-officio* non-voting participation, the CoSC shall include its own Chairperson and the Chairpersons of whatever component Committees shall be authorized by the Board of Directors.

The CoSC and its component Committees shall be responsible for matters such as Online Services, AASECT Publications, and other areas such as may be determined by the Board of Directors.

These Committee Chairpersons shall be Certified Professional Members, appointed by the CoSC Chairperson, subject to approval by the Board of Directors. No Chairperson of any of these Committees shall serve in that position for more than two full consecutive terms of office of two-years, unless the Board of Directors authorizes exceptions.

Each Committee shall have at least three members. All members of AASECT, including Supporting and Student Members may serve, and are encouraged to serve, on the component Committees of the CoSC and are eligible to vote in the proceedings of these Committees.

**Section I: Executive Committee.**

The Executive Committee of the Board of Directors shall be comprised of the AASECT Officers (President, President-Elect, Secretary, and Treasurer), the Membership Steering Committee Chairperson, and the Executive Director as a non-voting participant.

The Executive Committee of the Board of Directors is responsible for monitoring the activities of AASECT between the meetings of the Board of Directors and, in so doing, must work closely with the Executive Director.

Meetings of the Executive Committee may be called with notice by the President or any three members with a common voting purpose who make their request to the Secretary.

All interim actions or recommendations of the Executive Committee shall be reviewed and/or ratified by the Board of Directors at its next Board meeting. The Secretary shall keep records of the Executive Committee meeting and, in the absence of the Secretary; the Treasurer shall perform this function. These records shall be available for presentation at the next meeting of the Board of Directors.

The Executive Committee is responsible for the yearly written performance review of the Executive Director, and for the presentation of this to the Board of Directors.

#### **Section J: Finance Committee.**

The Finance Committee of the Board of Directors is responsible for assisting the Treasurer to maintain the financial health of AASECT through active participation in the development of budget, investment policies, financial reporting, and strategic planning. The Committee shall work closely with the Executive Director and shall report regularly to the Board of Directors.

The Finance Committee shall be chaired by the duly elected Treasurer, and its members shall include, if feasible, the immediate past Treasurer and at least two other members, with the approval of the Board of Directors. The majority of members of the Finance Committee shall be Certified Professional Members, but all other Members of AASECT, including Supporting and Student Members, may serve, and are encouraged to serve, and are eligible to vote in the proceedings of this Committee. Members of this committee shall serve no more than two full consecutive terms of two-years. The immediate past Treasurer's continued service on the Finance Committee constitutes an exception to this term limit. A Treasurer could potentially serve two full consecutive terms as Finance Committee Chairperson and then two full consecutive terms as immediate past Treasurer, assuming the election of a new Treasurer did not create a new immediate past Treasurer.

The President, President-Elect, and Executive Director are *ex-officio* members of this Committee.

#### **Section K: Ethics Advisory Committee.**

The Ethics Advisory Committee shall be responsible to the Board of Directors for interpreting, implementing, and updating AASECT's Code of Ethics for the benefit of all Members of AASECT.

The Ethics Advisory Committee may make recommendations for the continued acceptance, alterations, or changes in the Code of Ethics to the Board of Directors. It will also consult with the Board of Directors as needed so that the Board may promote licensing, regulatory, and standards of practice within State and national governmental institutions, professional organizations, and other institutional and corporate entities that operate in the field of sexuality.

The Ethics Advisory Committee shall: (1) promote high standards of ethical conduct of the Members of AASECT; (2) provide education to Members and the public about the general ethical principles and practices; (3) respond to inquiries by Members or by the public about general ethical principles and practices; (4) provide consultation to, and advise Members on more specific ethical issues when so requested by the Board of Directors; (5) report to the Membership of AASECT, through the Board of Directors, on the types of inquiries and issues that are extant; (6) take such actions as are consistent with these Bylaws, with the AASECT Code of Ethics, and with the Ethics Advisory Committee's own rules and procedures, and as are necessary and appropriate to achieve the objectives of the Committee.

The Ethics Advisory Committee shall *not* serve as an adjudicative or disciplinary body, those functions being reserved for the Board of Directors. Its purpose shall be to promote the highest ethical conduct of AASECT

members through a consultation model, with emphasis on guidance, education, and avoidance of ethical misconduct. It is intended to be a forum in which free and safe discussion about ethical problems may be conducted.

The Chairperson of the Ethics Advisory Committee shall be a Certified Professional Member, appointed by the President, subject to approval of the Board of Directors. All Members of this Committee shall not only be Certified Professional Members, but shall have held their AASECT certification for at least three years prior to serving on this Committee. Every effort shall be made to ensure that at least one certified Sexuality Educator, at least one certified Sexuality Counselor, and at least one certified Sex Therapist serves on this Committee. Members of this committee shall serve no more than two full consecutive terms of two-years.

#### **Section L: Awards Committee**

The Chairperson of the Awards Committee shall be a Certified Professional Member, appointed by the President, subject to approval of the Board of Directors. All Members of AASECT, including Supporting and Student Members, may serve, and are encouraged to serve, and are eligible to vote in the proceedings of this Committee. Members of this Committee shall serve no more than two full consecutive terms of two-years.

The Awards Committee is responsible for organizing and implementing appropriate procedures by which individuals and organizations that have made outstanding contributions to the field of sexual health and to AASECT may be recognized and honored.

#### **Section M: Nominating Committee**

The Chair of the Nominating Committee shall be the immediate Past President of AASECT. If he or she is unable or unwilling to serve, the Board of Directors will appoint another Certified Professional Member to perform this function, and this individual shall preferably be another Past President or former Officer of the AASECT.

The Nominating Committee shall consist of the Chair and four other Certified Professional Members or Professional Members of AASECT, who shall be elected by mail ballot by the voting Membership. The members of the Nominating Committee must each represent a different Region of AASECT as set forth in Article IX of these Bylaws. The election of these Committee members shall be staggered such that only two new members are elected each year. Members of this Committee shall serve only one term of two-years.

It is the responsibility of the Nominating Committee to assure the Membership of the best leadership for AASECT by preparing contested slates of candidates for Membership elections for: the five elected positions of the Board of Directors (President-elect, Secretary, Treasurer, Chair of the Membership Services Steering Committee, and Outreach Steering Committee), for the Regional Representatives on the Membership Services Steering Committee, as well as for new members of the Nominating Committee.

It is the responsibility of the Nominating Committee to identify candidates for elected positions who are Certified Professional Members, who are dedicated to the purposes of the organization as well as to its vision of sexual health, and who are Members in good standing. No member of the Nominating Committee may be placed on a slate prepared by this Committee.

#### **Section N: Personnel Committee.**

The Chairperson of the Personnel Committee shall be a Certified Professional Member, appointed by the President, subject to approval of the Board of Directors.

The Personnel Committee shall be responsible not only for helping the Executive Committee with its annual review of the performance of the Executive Director, but also for safeguarding the welfare and appropriate professional treatment of the Executive Director and any other AASECT employees or contractors.

The Treasurer shall be a voting member of the Personnel Committee.

### **Section O: Bylaws Committee.**

The Chairperson of the Bylaws Committee shall be a Certified Professional Member, appointed by the President, subject to approval of the Board of Directors.

It is the responsibility of the Bylaws Committee not only to interpret and monitor compliance with the Bylaws, and to report on such matters to the Board of Directors, but also periodically to review the Bylaws and assess whether they are in need of update.

It is also the responsibility of the Bylaws Committee to develop AASECT's "Manual of Policies and Procedures," with the approval of the Board of Directors, and to update this document periodically.

The Secretary shall be a voting member of the Bylaws Committee.

### **Section P: Vacancies.**

Vacancies in the membership of any committee shall be filled whenever possible by appointments made in the same manner as provided in the case of original appointment. Appointments to fill vacancies of any length shall not constitute "full terms" for term limit purposes, and shall not limit a Member's potential service.

### **Section Q: Removal.**

In the event that the Chairperson of any Standing Committee shall fail to serve the organization satisfactorily, the President shall call for his or her resignation, or removal by a simple majority vote of the Board of Directors.

### **Section R: Rules.**

Each Committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX REGIONAL REPRESENTATION**

### **Section A: Structure and Composition.**

Geographic regions are represented within AASECT in that each Region shall have an elected Representative on the Membership Services Steering Committee. This Representative shall usually be the Chairperson of a Regional Members Committee.

The Chairperson of each Regional Members Committee shall be a Certified Professional Member, elected by the voting Members as well as the Supporting and Student Members, whose primary location of professional practice or residence is in that particular Region.

Regions of AASECT shall be designated by the Board of Directors, and a Region so formed shall have a distinctive nominal entity. This partitioning is subject to periodic review and revision by the Board of Directors, and the Board of Directors may establish additional Regions in response to changing circumstances. At all times, there shall be at least four Regions:

- **"Eastern Region"** shall include all AASECT Members in the States of Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, and the District of Columbia.
- **"Mid-continent Region"** shall include all AASECT Members in the States of Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

- **“Western Region”** shall include all AASECT Members in the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.
- **“International”** shall include all AASECT Members residing in countries other than the United States.

All participants in Regional Members Committees shall be Members of AASECT, whose primary professional location or residence is within the particular Region as defined by the Board of Directors. It is the responsibility of these Committees to encourage and support the participation of Supporting and Student Members, who may serve and are eligible to vote in the proceedings of these Committees.

**Section B: Responsibilities and Programs.**

Each Regional Members Committee shall be responsible for the development of AASECT’s activities in that geographic location as may foster the purposes of AASECT and its vision of sexual health. These activities shall include the recruitment of new Members; such programs as may assist Members in progressing toward certification with AASECT or may provide Certified Professional Members with opportunities for ongoing further education and professional networking; and fundraising activities on behalf of AASECT.

Regional Members Committees shall from time to time cooperate or collaborate in the organization of educational programs designed to fulfill the professional needs of Members of AASECT. Such programs must be approved by the Membership Steering Committee and by those designated as responsible for such approval within the Professional Education Steering Committee.

Budgets for the activities of Regional Members Committees shall be determined by the Finance Committee, and subject to approval of the Board of Directors. Regional Members Committees shall not have authority to hold monies autonomously, nor to present events or programs that have not been approved and/or sponsored by the appropriate Standing Committees of the Board of Directors.

**Section C: Sub-Structures and Representation.**

A Regional Members Committee may decide to initiate a system of designating Section, State, or Local Representatives from within the Region being served. Each Regional Members Committee shall develop rules and procedures for the operation of its activities in a manner that is appropriate to its specific context, and that are in accordance with these Bylaws as well as with all regulations established by the Board of Directors.

A Regional Members Committee shall not use the name of AASECT in any manner whatsoever unless duly authorized to do so by the Board of Directors.

**ARTICLE X NON-DISCRIMINATION**

The slating of Officers, Directors, Committee Chairpersons, and Committee Members in AASECT, and the retention and treatment of employees of AASECT, as well as the provision of services by AASECT shall be entirely without discrimination as to race, age, religion, gender, sexual orientation, national origin, marital status, socioeconomic status, or physical ability.

**ARTICLE XI BOOKS AND RECORDS**

AASECT shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and such Committees as have any of the authority of the Board of Directors.

**ARTICLE XII FISCAL YEAR**

The Board of Directors shall determine the fiscal year.

**ARTICLE XIII WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the Commonwealth of Virginia State Corporation Commission or under the provisions of the Articles of Incorporation of Bylaws of AASECT, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV INDEMNIFICATION**

AASECT shall indemnify the Members of the Board of Directors and hold them harmless against all claims, actions, liabilities, judgments, and settlements, as well as any and all related expenses (including Attorney’s fees and other legal costs) concerning any actual or alleged negligence, error, omission, or act of the Directors, arising out of his or her involvement or association with the Board of Directors. AASECT shall maintain appropriate insurance policies covering all Officers and Directors in relation to these matters.

**ARTICLE XV AMENDMENT OF BYLAWS**

These Bylaws may be repealed or amended by a two-thirds vote of the entire Board of Directors, provided that any new language adopted by the Board shall be submitted for mail or electronic vote by the voting Members of AASECT within sixty calendar days after the adoption.

Members shall be given thirty calendar days from the postmarked or electronically date-stamped mailing of the proposed and adopted language in which to return their paper or electronic ballot. If such language and amendment is not approved by the majority of the Members whose ballots are returned in thirty days, such language and amendment shall be without any further effect. Any action taken by the Board of Directors pursuant to such amendments within the thirty-day period shall be considered the valid and lawful action of AASECT.

Repeal or amendments to the Bylaws may be proposed by the Board of Directors or upon petition of ten percent of the Members in each of the Regions.

**ARTICLE XVI DISSOLUTION**

The dissolution of AASECT shall be governed by the laws of the Commonwealth of Virginia.

***Ratified March 6, 2006.***  
***Revised June 11, 2008***

\* \* \*