



Bylaws

ARTICLE I NAME

The name of this organization shall be the American Association of Sexuality Educators, Counselors and Therapists, Inc., ("AASECT" or "Association"). 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: Offices.

AASECT is a non-profit corporation organized and operating under the laws of the District of Columbia.

The board of directors shall have power to buy, lease, or contract and maintain an executive office.

Section B: Purposes.

AASECT is organized and will be operated for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, including 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 nongovernmental 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. Aspire for a culture that incorporates the values of social justice, diversity, equity, and inclusion, in the governance and operations of this corporation.
11. 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: Authority of Members.

Members in good standing of the Association may exercise such powers and authority as is granted by law and these Bylaws, including, but not limited to, electing officers and directors of the Association; voting on matters properly placed before membership for a vote; approving amendments to the Articles of Incorporation; and approving major corporate changes such as dissolution, merger, reorganization, or transfer of all or substantially all of the Association's assets.

Section B: Membership Eligibility.

All members must attest that they will abide by AASECT's Bylaws, Mission, purposes, and The AASECT Vision of Sexual Health. Certified sex therapists, counselors, and educators, and members under supervision for such certifications, must also agree to abide by Professional Practice Guidelines relevant to their professional certifications (i.e. state license, teaching certification, etc), and their professional practice in the field of sexuality will be governed by AASECT's Code of Conduct.

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

Section C: Categories of Membership.

The membership of AASECT shall be categorized as follows:

Professional Members are those individuals whose academic and/or professional credentials make them eligible to pursue AASECT certification in accordance with the procedures and criteria adopted by the Board of Directors. Professional Members in good standing are eligible to vote in elections and on other matters properly placed before the membership for a vote, and to serve on most committees and other functional bodies. Professional Members who hold such AASECT Professional Certificates in our specialties and/or supervision will be referred to below as 'Certificate Holders.' To serve on some committees and as most committee chairs, Directors, or Officers of AASECT, Professional Members also need to be Certificate Holders.

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 Officers, Directors, and Chairs of Standing Committees must hold certifications, but such exceptional candidates must be Professional Members. Such exception must be approved by a majority vote of the members of the Board of Directors present at a meeting of the Board where a quorum is present. Policies and Procedures limit the number and types of exceptional candidacies. (See Article IV, Section M, and relevant Policies and Procedures.)

Early Career Professional Members are those individuals whose academic and/or professional credentials make them eligible to pursue AASECT certification in accordance with the procedures and criteria adopted by the Board of Directors. Early Career Professional Membership is limited to a maximum of three (3) years post-graduation from full time student status in undergraduate or graduate training at a recognized and accredited educational institution. Early Career Professional Members in good standing are eligible to vote in elections and on other matters properly placed before the membership for a vote, and to serve on most committees and other functional bodies. **Please note: Early Career Professional Members must upgrade to Professional Membership upon submission of any AASECT Certification Application.** AASECT reserves the right to and will randomly audit individuals registering for Early Career Professional Member status to verify eligibility. Individuals not meeting the criteria for Early Career Professional Membership status will either need to change membership types as appropriate and pay the difference in fees or have their membership with AASECT ended.

Student Members are those individuals who support AASECT's Mission and Vision of Sexual Health and are currently enrolled in undergraduate or graduate training at a recognized and accredited educational institution. Annual documentation of student status is required in order to remain in this category of membership. Student Members in good standing are eligible to serve on most Committees and other functional bodies, and to vote within these structures. Student Members are entitled to vote for the Vice President of Membership and Regional Representatives to the Membership Services

Committee, but not on any other elected positions, nor on ratifications of the Bylaws. Members who meet the criteria for Professional Membership but chose to join as Student Members lose their voting and service privileges, but do not surrender any AASECT Certifications they may have earned. Student Members shall not be eligible to hold positions as Officers, as Directors, or as Chairs of Committees, nor vote in general elections.

Supporting Members are those individuals who support AASECT's Mission and Vision of Sexual Health, but who do not meet the criteria adopted by the Board of Directors for Professional Membership. Supporting Members in good standing are eligible to serve on most Committees and other functional bodies, and to vote within these structures. Supporting Members are entitled to vote for the Vice President of Membership and for Regional Representatives to the Membership Services Steering Committee, but not on any other elected positions, or on ratifications of the Bylaws. Supporting Members shall not be eligible to hold positions as Officers, as Directors, or as Chairs of Committees, nor vote in general elections.

Other Categories may be specified by the Board from time to time within the spirit of these guidelines and may be delineated in the Policies and Procedures.

Section D: Representation of Membership Status by Members.

AASECT strictly regulates its logo, brand, and professional certifications. All AASECT Members must sign a statement upon joining or renewing their membership that pledges to abide by guidelines approved by the Board of Directors about Member use of membership, certification, and professional affiliation with AASECT. AASECT has the right to require Members to permit AASECT to modify at Member expense any Member's advertising, promotional materials, and curriculum vitae under such guidelines as the Board of Directors may, from time to time, approve. Failure to adhere to such a commitment to submit all requested materials for review and make all requested changes could expose a Member to discipline under Article III Section G, below.

Section E: Application for Membership.

Any person submitting an application for membership shall be considered under criteria and procedures established by the Board of Directors. A failure to fully, accurately and/or factually complete the application for membership or certification may be grounds for denial of membership or certification, or revocation of either.

Section F: Resignation.

Members may resign from AASECT at any time by giving written notice to the Secretary or Executive Director. Such resignation shall be deemed effective upon the date of receipt of the written notice by the Secretary or Executive Director. Any Member who resigns in good standing is eligible, upon written application, to be considered for reinstatement under such terms and conditions as established by the Board of Directors.

Section G: Denial and Termination of Membership.

Membership in AASECT may be terminated by two-thirds majority vote of the Board of Directors “for cause,” which includes, but is not limited to the following:

1. Nonpayment of dues, fees, or assessments. Members terminated for this cause may 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. No Board approval is required for termination due to nonpayment.
2. Any conduct determined by the Board of Directors in its reasonable discretion to constitute a material violation of these Bylaws.
3. Failure to meet and maintain the requirements for membership.
4. Any conduct determined by the Board of Directors in its reasonable discretion to be harmful to and/or not in the best interests of the Association.
5. Professional misconduct as defined by AASECT’s Code of Conduct or relevant professional practice guidelines.
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 continuing obligation of every member to provide such information upon application for membership, and within thirty (30) calendar days of the member’s notification of any relevant professional complaint, or ethical, legal, or regulatory action. It is also the continuing 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.

Section H: Reinstatement.

Any Member who resigns in good standing is eligible, upon written application, to be considered for reinstatement under terms and conditions established by the Board of Directors. Former Members who were Certified Holders 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 will specify.

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 I: Dues and Assessments.

The 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/or assessments in full within sixty (60) days of the date of the dues or assessment invoice, upon notification by mail or email, that previous Member’s name shall be removed from the Directory and other listings of Members, and the Membership shall be terminated. In special circumstances, for example in instances of personal hardship, the Board of Directors shall have the authority to adjust or waive, for a specified period of time, the dues and/or assessment obligations of any Member.

Section J: 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 in accordance with Section L, below.

Section K: Special Meetings.

A special meeting of the members may be called by a majority vote of the Board of Directors, or upon written request to the Secretary (including a meeting agenda and stating the purposes of the proposed meeting) signed by at least 10% of the Membership. The time and place of such a meeting shall be determined by the Secretary.

Section L: Notice of Meetings.

The Business Meeting will be conducted at the Annual Conference. Date and location will be announced with the Annual Conference announcement. Exact room location and timing will be included in the Annual Conference Program. Members are entitled to

attend the Business Meeting without paying any fee if they decline to register for the Annual Conference.

Notice of special meetings of the Members, indicating time, date, and place, shall be disseminated not less than forty five (45) calendar days prior to the date set for the meeting. Dissemination of notice shall be sent by fax, email, or by U.S. mail. Additional agenda items shall be added if requested in writing at least thirty (30) calendar days prior to the date of the meeting, by at least 10% of the Membership.

Section M: Quorum.

The presence of at least 10% of the current Voting Members of AASECT in good standing as determined by AASECT Office shall constitute a quorum at any meeting of Members. No proxies shall be permitted.

Section N: 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 IV BOARD OF DIRECTORS

Section A: General Powers.

The governance and policy-making responsibility of AASECT shall be vested in the Board of Directors, which shall exercise management and control over its property; be responsible for the Association's finances; and direct its affairs. The Board shall adopt such rules, policies, and procedures as may be required from time to time to direct the affairs of the Association within the limits of these Bylaws.'

Section B: Composition.

The Board of Directors shall be comprised of nine (9) members with full voting privileges, plus the President and the Executive Director of the organization. The President votes in the event of a tie, and the Executive Director has no voting privileges.

All members of the Board of Directors, with the exception of the Executive Director shall be Professional Members who are Certificate Holders of AASECT in good standing. The composition of the Board of Directors shall be as follows:

President, shall serve a two-year term as President and Chair of the Board of Directors immediately following completion of the two-year term in the office of President-Elect, and shall be a voting member of the Board only on issues when that vote is needed to resolve a tie among the other voting members of the Board;

President-Elect, duly elected by the Professional 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 Professional Members, shall serve a two-year term as an Officer and voting participant on the Board of Directors;

Treasurer, duly elected by the Professional Members, shall serve a two-year term as an Officer and voting participant on the Board of Directors;

Vice President of Membership, duly elected by all the categories of Members; Professional, Student, and Supporting Members, shall serve a two-year term as a voting member of Board of Directors;

Certification Steering Committee Chairperson, shall be appointed by the President with the approval of the Board, 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 Board, 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 Board, and shall serve a two-year term as a voting member of the Board of Directors;

Communications Steering Committee Chairperson, duly elected by the Professional Members, shall serve a two-year term as a voting member of the Board of Directors;

Outreach Steering Committee Chairperson, duly elected by the Professional Members, shall serve a two-year term as a voting member of the Board of Directors;

Executive Director, shall be selected and contracted 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, Vice President of Membership, Communications Steering Committee Chairperson, and Outreach Steering Committee Chairperson, as well as the elections for members of the Nominating Committee shall be conducted in such a manner so as to ensure staggered terms of office. Unless circumstances prevail that dictate otherwise, the President Elect, Treasurer, Communications Steering Committee Chairperson, 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 Vice President of Membership, the Outreach Steering Committee Chairperson, 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 1st in the year of their election or appointment and each Director shall hold office until the successor is duly elected or appointed, or June 30, whichever is later.

Directors may not serve more than a maximum of two full and 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 at a time, date, and location agreed upon by the Board, with appropriate resolutions and notice as to the time, date, and location 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, Treasurer, or Vice President of Membership, or by any three of the remaining Directors; written notification of all special meetings must be given to all Directors not less than ten (10) calendar days prior to the scheduled meeting.

Section E: Additional Electronic Meetings or Teleconferences.

Unless otherwise prohibited by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a face-to-face meeting if all directors have an opportunity to vote on any written motion authorizing the action within seven (7) days (or more by prior arrangement with the AASECT Secretary.) Such electronic meetings must otherwise follow the quorum rules and manner of acting provisions of Sections F and G immediately below. All such electronic motions enacted between face-to-face meetings shall be filed with the minutes of the proceedings of the Board and reviewed at the next face-to-face meeting. Directors may participate in meetings of the Board of Directors by means of conference telephone or video-conferencing or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting for purposes of a quorum and the taking of action by the Board.

Section F: Quorum.

A simple majority of the voting members of 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 or motion of a simple majority of the voting members Board 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. Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the matter undertaken. Such consent shall have the same force and effect as a unanimous vote and may be started as such in any articles or document filed with the District of Columbia under the Act.

Section H: Openness of Meetings.

Except when the Board of Directors votes to conduct its proceedings in an executive session, any Member of AASECT in good standing may attend face-to-face meetings of the Directors. Directors in good standing may not be individually excluded from meetings, with the exception that the Executive Director may be excluded from discussions about their contract performance.

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, (electronic or face-to-face) without prior written notice to the Secretary setting forth good cause for planned absence. 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 B, 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 the 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 the 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 the Acting President's 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 their 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 the President's 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.

Except as otherwise required by law, any Director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. 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 reasonable, necessary and documented 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 President-Elect shall serve as Chair. If both are unable to serve 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 for an officer or director position, some qualifications for service may be partially waived by the Board, and when applicable, the Nominating Committee. These provisions can be found in the AASECT Policies and Procedures.

ARTICLE V: OFFICERS

Section A: Officers.

The Officers of AASECT shall be the President, President Elect, Secretary, Treasurer, and Vice President of Membership. Additional information on their responsibilities and powers is covered under Article VI, Section I: Executive Committee. The position of Executive Director, who is not an Officer, but is a non-voting member of the Board of Directors and of the Executive Committee, is outlined in this article.

Section B: Elections and Term of Office.

The election, terms, and service requirements of these positions are as delineated in Article IV, Section B.

Section C: Removal.

Resignation or removal of Officers is as delineated in Article IV, Section J. Any Director who resigns or is removed under its provisions is no longer an officer.

Section D: President.

The President shall be the Chairperson of the Board of Directors and shall preside over the meetings of the Board, the Annual Business Meeting, Special Meetings of the Membership, and the Executive Committee. Subject to the approval of the Board of Directors, the President shall appoint legal counsel and the Chairpersons of all Independent/Standing Committees (as defined in Article VI, Section A), except the Nominating Committee, the Finance Committee, and the Executive Committee. The President shall be an ex officio and non-voting member of all Steering and Standing Committees except the Nominating Committee.

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

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 E: 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 perform the duties of the President in the President's absence. The President Elect shall automatically succeed to the office of the President at the conclusion of the two-year term as President-Elect. The President-Elect shall also serve as a voting member of the Bylaws Committee and The Finance Committee.

Section F: Secretary.

The Secretary shall be responsible for all of the official records of the meetings of the Board of Directors and the committees of AASECT; 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; and shall arrange for special meetings of the Membership. The Secretary shall also serve as a voting member of the Bylaws Committee.

Section G: Treasurer.

The Treasurer, working in consultation with the Executive Director, shall submit for Board approval an annual operating budget for AASECT; shall chair the Finance Committee; shall assume the duties of the 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. The Treasurer shall also serve as a voting member of the Personnel Committee and Development Committee.

Section H: Vice President of Membership.

The Vice President of Membership shall Chair the Membership Services Steering Committee and oversee matters such as local AASECT events, retention of Members, and represent the interests of regional and special interests of the Membership to the Board of Directors. This position is responsive to the interests of Student and Supporting Members and the only Officer directly elected by the entire AASECT Membership.

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. This 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. 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 or fiscal review of AASECT's books by an independent auditor; and shall report the results of such audit or review to the Board of Directors and the Membership.

The Executive Director shall be copied on all correspondence of all AASECT Committees, and is entitled to attend all committee meetings. The sole exceptions would include meetings of the Personnel Committee, Executive Committee, and Board of Directors involving personnel decisions about the Executive Director's/Management Company's evaluation, performance, and contracting.

The Board of Directors shall receive and act upon the Personnel Committee's report on the performance evaluation of the Executive Director/Management Company, and may meet in executive session for these purposes and shall determine compensation, benefits, termination, or changes in the duties of the Executive Director/Management Company.

ARTICLE VI: Standing and Steering Committees

Section A: Structure.

The Steering and Standing Committees of AASECT include:

Membership Services Steering Committee and its committees--Four regional committees and the SIGs

Outreach Steering Committee and its Standing Committees--Development, Diversity, Equity & Inclusion, and Mentoring Committees

Public Relations, Media, and Advocacy Steering Committee and its committees--Public Relations, Media, and Advocacy Committees

Certification Steering Committee and its committees--Sexuality Educator Certification, Sexuality Counselor Certification, Sex Therapy Certification, and Supervision Committees

Professional Education Steering Committee and its committees--Annual Conference Committee, AASECT Institutes, and CE Approval Committees.

Communications Steering Committee and its committees--Contemporary Sexuality Committee, On-line Services (and listserv) Committee, and Distanced Learning Committee.

Executive Committee

Finance Committee

Ethics Advisory Committee

Awards Committee

Nominating Committee

Personnel Committee

Bylaws Committee

Strategic Planning Committee

Overview of Committee Policies:

All members of AASECT, including Supporting and Student Members, may serve on most committees, are encouraged to do so, and are eligible to vote in the proceedings

of these Committees even though they lack the privilege to vote in most AASECT general elections. Some committees are restricted to subsets of the Membership; limited to Members who are directly elected (Executive and Nominating Committees); limited to certain Certificate Holders (the Professional and Supervision Certification committees); limited to geographic residence or practice (The Regional Representation Committees); or senior Certificate Holder status (the Ethics Advisory Committee.) In each instance, only fully qualified members may vote in these restricted committees.

No Chairperson of any Standing Committee shall serve in that position for more than two full consecutive terms of office of two years, except under the 'exceptional circumstances' provisions delineated in Article IV, Section M and the relevant portions of the Policies and Procedures. With the exception of the Nominating Committee on which all members are elected and term-limited, there are no term limits to ordinary committee service except the chairs, provided that the members can get successive chairs to reappoint them.

All Committees are responsible to and report to the Board of Directors, which will define the scope of the activities of each Committee. The composition of most standing committees shall be determined by their chairs, subject to the approval of the President, and the consultation of the Executive Director. (Exceptions include the Membership Services Steering Committee, The Executive Committee, The Nominating Committee, and the SIGs).

The Chairpersons of these Committees shall be Certificate Holders, 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, except under the 'exceptional circumstances' provisions of Article IV, Section M. With the exception of positions elected by the membership, or determined by these bylaws, all Standing Committee Chairs require the approval of the Board of Directors. Ordinary committee members (non-Chairs) require only the approval of that Chair and the President and Executive Director.

In addition to these Standing Committees, the President, subject to the approval of the Board of Directors may form whatever additional committees and related structures they determine are necessary to meet the changing needs of AASECT as an organization.

It is a primary duty of the Board to fill and cause the standing committees of AASECT delineated herein to function in service to the Membership.

Section B: Quorum and Reporting.

No Standing Committee business shall be conducted without a majority of the voting committee members present. At all meetings, a member of the committee shall be designated as recorder and a written report kept of the proceedings – minutes. Committees are responsible to provide these minutes to the AASECT Secretary or Executive Director. Although the President may vote in the case of a tie, the President

(or the ED) does not count as a voting member of a committee in the determination of a quorum.

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 face-to-face 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 Vice President of Membership shall serve as chair of the Membership Services Steering Committee ("MSSC") and shall be a Certificate Holder, duly elected by the Voting Membership as well as the body of Supporting, Student, and Distinguished Honorary Members who otherwise do not vote. The VP of Membership shall serve a two-year term as a voting participant on the Board of Directors and the Executive Committee. The VP of Membership, and all supporting committees, serve two-year terms that are staggered by one year with respect to the election of the AASECT President-Elect.

In addition to the President's ex officio non-voting participation, the MSSC shall include the Vice President of Membership and the Chairpersons of at least four component Regional Committees, each of whom shall be a Certificate Holder:

Eastern Region Members Committee

Mid Continent Region Members Committee

Western Region Members Committee

International Members Committee

The Chairs of each Region Members Committee shall be Certificate Holders who reside or practice within the region, nominated by the Nominating Committee, approved by the Board of Directors, and duly elected by the voting Membership as well as the body of Supporting, Student, and Distinguished Honorary Members who otherwise do not vote, from their respective regions.

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

Additionally, the VP of Membership shall ensure that at least one Supporting Member and one Student Member is included in the MSSC either as a Special Interest Group (SIG) Chair or by direct appointment.

In addition to the Chairpersons of the Region Members Committees, the MSSC shall include the delegates or Chairpersons of any Special Interest Groups (SIGs), 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 functioning of SIGs is delineated in the relevant section of the P&Ps.

All Members of AASECT, including Supporting and Student Members, may serve on SIGs and on their respective Region Members Committee, and are encouraged to serve, and are eligible to vote in the proceedings of these bodies. Regular members of the Regional Members Committees will be Section Leaders. Section Leaders reside in and implement the mission of the Membership Services Committee in smaller local regions such as States, as approved by the VP of Membership. Section Leaders have no term limits and may serve indefinitely as long as they enjoy the support of successive AASECT Presidents and VPs of Membership. Chairs of the Regional Committees shall serve no more than two full consecutive terms of two years. Chairs of SIGs serve at the pleasure of their SIG, subject to approval of the MSSC Chair, President and Board, without term limits.

The MSSC, under the supervision of the Board of Directors, shall be responsible for retention of, and assistance to Members with respect to the professional missions 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 and in development efforts.

Section D: Outreach Steering Committee.

The Chairperson of the Outreach Steering Committee ("OSC") shall be a Certificate Holder, duly elected by the Voting Membership, and shall serve a two-year term as a voting participant on the Board of Directors. The Outreach Steering Chair, and all supporting committees, serve two-year terms that are staggered by one year with respect to the election of the AASECT President-Elect.

In addition to the President's ex officio and 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 Certificate Holder. These shall include the International Outreach Committee, the Mentoring Committee, and the Development Committee, and any other committees the President and Board of Directors shall see fit to form.

The OSC and its component Committees, under the supervision of the Board of Directors, shall be responsible for such matters as international outreach, professional mentoring, fundraising, recruiting, and coordinating AASECT's activities with those of international organizations, all subject to the supervision of the Board of Directors.

The Chairpersons of these committees shall be a Certificate Holders, appointed by OSC Chairperson with the approval of the President and in consultation with the Executive Director. 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 bodies. Chairs of these Committees shall serve no more the two full consecutive terms of two years unless the Board of Directors authorizes exceptions per Article IV, Section M.

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

The Chairperson of the Public Relations, Media, and Advocacy Steering Committee ("PRMA") shall be a Certificate Holder, appointed by the President, subject to approval of the Board of Directors and shall serve a two year term on the Board of Directors concurrent with the office of the President. Official approval by the Board could consist of either of two options at the appointing President's discretion: 1) prior to the beginning of the presidential term, the President elect may request a Board motion approving the incoming PRMA Steering Committee Chair; 2) alternatively, the President may submit the candidate to such Directors as are already seated at the start of the new presidential term. In either case, a simple majority of the sitting Directors constitutes approval.

In addition to the President's ex officio and non-voting participation, the PRMA shall include its own Chairperson and the Chairpersons of its component committees; these shall include the Public Relations Committee, the Media Committee, and the Advocacy Committee, and any other chairs of committees the Board of Directors shall see fit to form. Each such Committee Chair shall be a Certificate Holder.

The PRMA and its component committees, under the supervision of the Board of Directors, shall address such matters as public relations and publicity for AASECT events, as well as media contacts for the organization and for Members, advocacy and position statements, and other areas such as may be determined by the Board of Directors.

The Chairpersons of these Committees shall be a Certificate Holders, appointed by PRMA Chairperson with the approval of the President and in consultation with the Executive Director, subject to approval of the Board of Directors. Each Committee shall have at least three members. All Members of AASECT may serve, including Supporting and Student Members, and are encouraged to do so, and are eligible to vote in the proceedings of these Committees. Chairs of these Committees shall serve no more the two full consecutive terms of two years unless the Board of Directors authorizes exceptions per Article IV, Section M.

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, but not its other members, may also make statements in the name of AASECT on the condition that the Chair crafts these statements to conform strictly the AASECT's Mission, Vision of Sexual Health, 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 Certificate Holder, appointed by the President, subject to the approval of the Board of Directors and shall serve a two year term on the Board of Directors concurrent with the office of the President. Official approval by the Board could consist of either of two options at the appointing President's discretion: 1) prior to the beginning of the presidential term, the President-Elect may request a Board motion approving the incoming Certification Steering Committee Chair; 2) alternatively, the President may submit the candidate to such Directors as are already seated at the start of the new presidential term. In either case, a simple majority of the sitting Directors constitute approval.

In addition to the President's ex officio and non-voting participation, the CeSC shall include only its own Chairperson and the Chairpersons of its component Certification Committees, the Sexuality Educator Certification Committee, the Sexuality Counselor Certification Committee, The Sex Therapy Certification Committee, and the Supervision Committee, and any other Chairs of such committees as the President and Board may see fit to form. Each Chair shall be a Certificate Holder who has held the requisite professional certificate for at least two years.

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

These Chairpersons of these Committees shall be appointed by the CeSC Chairperson with the approval of the President and in consultation with the Executive Director, 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 Certificate Holders may serve as voting members 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 unless the Board of Directors authorizes exceptions per Article IV, Section M.

The CeSC and its component Committees, under the supervision of the Board of Directors, 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 Certificate Holder, nominated by the President, subject to approval of the Board of Directors, and shall serve a two-year term on the Board of Directors concurrent with the office of the President. Official approval by the Board could consist of either of two options at the appointing President's discretion: 1) prior to the beginning of the presidential term, the President-Elect may request a Board motion approving the incoming Professional Education Steering Committee Chair; 2) alternatively, the President may submit the candidate to such Directors as are already seated at the start of the new presidential term. In either case, a simple majority of the sitting Directors constitutes approval.

In addition to the President's ex officio and non-voting participation, the PESC shall include its own Chairperson and the Chairpersons of its component Committees, each of whom shall be a Certificate Holder. The PESC and its component Committees; The Annual Conference Committee, The AASECT Institutes Committee and the CE Approval Committee under the supervision of the Board of Directors, shall be responsible for matters such as the Annual Conference; AASECT Institutes and special educational events; CE approval, recognition and reciprocity; and other such areas as may be determined by the Board of Directors.

These component committee chairpersons shall be appointed by the PESC Chairperson with the approval of the President and in consultation with the Executive Director, 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 per Article IV, Section M.

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, under the supervision of the Board of Directors, 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(s).

Section H: Communications Steering Committee.

The Chairperson of the Communications Steering Committee (“CoSC”) shall be a Certificate Holder, duly elected by the Voting Membership 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 and 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: On-line Services Committee, Contemporary Sexuality Editorial Committee, and Distanced Learning Committee, under the supervision of the Board of Directors, shall be responsible for matters such as Online Services, AASECT Publications, Distanced Learning, and other areas such as may be determined by the Board.

These Committee Chairpersons shall be Certificate Holders, appointed by the CoSC Chairperson with the approval of the President and in consultation with the Executive Director, 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 per Article IV, Section M.

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, Treasurer, and the Vice President of Membership) and the Executive Director as a non-voting participant. The President votes only in the event of a tie.

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 upon written notice by the President or any three Executive Committee members 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 an exception to general policy that AASECT bodies must hold open meetings and keep accessible records for the Membership. The Executive Committee ordinarily meets in closed session, does not have any obligation to invite or accept guests, and must keep minutes of its decisions for Board of Directors approval and review only. Executive Committee decisions that fail subsequent Board approval cease being actions of AASECT. Student and Supporting Members may not serve on this committee as non-voting members.

Section J: Finance Committee.

The Finance Committee 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 Treasurer and 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: the immediate past Treasurer and at least two other Professional Members who are Certificate Holders. The majority of members of the Finance Committee shall be Certificate Holders, 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.

The President and Executive Director are ex officio, non-voting members of this Committee. The President-Elect is a voting member of the Finance Committee.

Section K: Ethics Advisory Committee.

The Ethics Advisory Committee, under the supervision of the Board of Directors shall be responsible for interpreting, implementing, and updating AASECT's Code of Conduct for the benefit of all Members of AASECT. All changes to the AASECT Code of Conduct or practice standards shall be approved by Board motions.

The Ethics Advisory Committee shall make recommendations for the continued acceptance, alterations, or changes in the Code of Conduct 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 Conduct, 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 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 Certificate Holder, appointed by the President, subject to approval of the Board of Directors. All Members of this Committee shall not only be Certificate Holders, 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.

Section L: Awards Committee.

The Chairperson of the Awards Committee shall be a Certificate Holder, 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.

The Awards Committee, under the supervision of the Board of Directors 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. All awards recommended by the Awards Committee must be approved by the Board of Directors by Board motion to be conferred.

Section M: Nominating Committee.

The Chair of the Nominating Committee shall be the Immediate-Past President of AASECT. If that person is unable or unwilling to serve, the Board of Directors serving July 1 of the Immediate-Past President's term will appoint another Certificate Holder from a slate of two candidates provided by the Nominating Committee 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 Certificate Holders or Professional Members of AASECT, who shall be elected at large 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. No Member may be appointed to this committee, either by the Chair or the Board, except through the provisions for filling vacancies specified in Article IV, Section I. Student and Supporting Members may not serve on this committee.

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 elections for: the six elected positions of the Board of Directors (President-elect, Secretary, Treasurer, Vice President of Membership, Outreach Steering Committee Chair, and Communication Steering Committee Chair), for the Regional Representatives on the Membership Services Steering Committee, as well as for any new members of the Nominating Committee.

It is the responsibility of the Nominating Committee to identify candidates for elected positions who are fully qualified, 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 Certificate Holder, appointed by the President in consultation with the Executive Director, subject to approval of the Board of Directors.

The Personnel Committee shall be responsible not only for helping the Board of Directors with its annual review of the performance of the Executive Director/Management Company, but also for safeguarding the welfare and appropriate professional treatment of the Executive Director, Management Company employees who serve AASECT, 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 Certificate Holder, 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 need to be updated. Bylaws changes originate with the Bylaws Committee, must pass there by

motion, pass the Board of Directors by 2/3's motion, and be ratified by the Voting Membership per Article XIII of these Bylaws in order to amend the Bylaws.

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 Board updates the Policies and Procedures by Board motion.

The President-Elect and Secretary shall be voting members of the Bylaws Committee.

Section P: Strategic Planning Committee

Section Q: 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 R: Removal.

In the event that the Chairperson of any Standing Committee shall fail to serve the organization satisfactorily, the President may call for that person's resignation, or initiate removal by a majority vote of the Board of Directors.

Section S: Rules.

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

ARTICLE VII REGIONAL REPRESENTATION

Section A: Structure and Composition.

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

The Chairperson of each Regional Members Committee shall be a Certificate Holder duly elected by all AASECT Members (Professional, Student, and Supporting) residing/practicing in that Region. Each Regional Representative must maintain their

primary location of professional practice or residence is in the particular Region represented.

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 eastern United States.

“Mid Continent Region” shall include all AASECT Members in the central United States.

“Western Region” shall include all AASECT Members in the western United States.

“International” shall include all AASECT Members residing in countries and territories other than the United States proper.

The delineation of which states are in each region can be found in the P&P Manual.

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.

Section B: Responsibilities and Programs.

Each Regional Members Committee, under the supervision of the Board of Directors, 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 Certificate Holders with opportunities for ongoing further education, 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 Services 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 and SIGs shall be determined by the Finance Committee, and subject to approval of the Board of Directors. Regional Members Committees, Regional Sections, and SIGs 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, MSSC, and or/the Board of Directors.

Section C: Sub Structures and Representation.

A Regional Members Committee may decide to initiate a system of designating Regional Sections (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 VIII 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, gender expression, sexual orientation, national origin, marital status, socioeconomic status, or physical ability.

ARTICLE IX BOOKS AND RECORDS

AASECT shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Standing Committees.

ARTICLE X FISCAL YEAR

The Board of Directors shall determine the fiscal year.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Laws of The District of Columbia 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 XII INDEMNIFICATION

To the extent permitted by the applicable DC Code provisions, AASECT shall indemnify Members of the Board of Directors and the Members serving on all AASECT official bodies.

Section A:

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, committee chair, committee member, or former member, director, officer, committee chair, committee member, employee of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, committee chair, committee member, employees, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, committee chair, committee member, employee, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section B:

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

ARTICLE XIII 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 pass the Bylaws Committee by a simple majority motion and be submitted for mail or electronic vote by the voting Members of AASECT within thirty 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 sixty-day period between Board approval and Member ratification shall be considered the valid and lawful action of AASECT. NB: Bylaws Committee Ruling #1 provides further clarification on this paragraph.

Repeal or amendments to the Bylaws may be proposed by the Board of Directors or upon petition of ten percent of the Members. They would then need to meet the criteria in the first two paragraphs of this article to be implemented.

ARTICLE XIV DISSOLUTION

The dissolution of AASECT shall be governed by the laws of the District of Columbia.

AASECT Bylaws Committee 5/1/2014