

BYLAWS
OF
NORTH AMERICAN FEDERATION OF SEXUALITY ORGANIZATIONS

ARTICLE I

NAME

Section 1. Name.

The name of this organization, incorporated under the laws of Minnesota, is North American Federation of Sexuality Organizations., hereinafter referred to as "NAFSO."

Section 2. Language.

The official language of NAFSO is English.

ARTICLE II

MISSION

Section 1. Mission.

The North American Federation of Sexuality Organizations (NAFSO) is a federation of organizations devoted to the promotion of sexual science, sexual health and sexual rights.

The Purpose of the NAFSO is:

1. To promote cooperation, collaboration, communication, and coordination among sexual health, research, education and advocacy organizations in The United States, Canada, Mexico, and the Caribbean.
2. To promote international cooperation between NAFSO and other sexological federations.
3. To be a regional federation of the World Association for Sexual Health (WAS).
4. To promote educational programs and research leading to increased knowledge for professionals in sexology related disciplines; and
5. To advocate for accurate and comprehensive sexual health information in the public domain.

ARTICLE III

OFFICES

Section 1. Offices.

The registered office shall be in the City of Minneapolis, County of Hennepin, State of Minnesota, (hereinafter, the "State"). The corporation may also have offices at such other places both within and without the State, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE IV

MEMBERSHIP

Section 1. Requirements for Membership.

Applicants may be any nonprofit organization, association or institute that is concerned with sexuality, whether it be research, education, therapy, sexual health, or sexual rights promotion. No individual may be a member of NAFSO.

Section 2. Mission Statements.

Applicant's mission statement must be deemed consistent with NAFSO's mission statement and advocacy positions by the NAFSO Membership Committee per section 5, below and agree to sign a statement supporting NAFSO's stances.

Section 3. Application Process.

In electronic format and in English, applicant must submit its:

- A. name of the organization
- B. names of its officers and Board of Directors
- C. mission statement, purposes and objectives, or similar documents
- D. two (2) letters of recommendations from NAFSO's members
- E. date of formation
- F. statement as to what the organization will contribute to NAFSO
- G. statement as to how the organization hopes to benefit from becoming a NAFSO member
- H. NAFSO will likewise provide all of the above (except D, F, and G) to the applicant

Section 4. Maintaining membership.

To be a full voting member in good standing all member organizations will:

- A. Pay annual dues and fees on a timely basis as set by the NAFSO Board of Directors

Section 5. The Acceptance process.

Upon receiving an application, the NAFSO membership committee will review the application and provide a summary and recommendation to the Board. Acceptance is determined by a 2/3 majority of the Board present at the face-to-face (or electronic) meeting in which the vote is taken and a quorum of Directors is present.

Section 6. Termination of membership.

Any organization wishing to terminate membership in NAFSO may do so in writing to the NAFSO Board. Membership dues and other fees are not refundable.

The NAFSO Board reserves the right to terminate the membership of any organization, determined by a 2/3 majority of the Board present at the face-to-face (or electronic) meeting in which the vote is taken and a quorum of Directors is present; for failure to remain in good standing, or if its activities prove to be in conflict with NAFSO's mission, bylaws, and/or advocacy stances. Membership dues and fees are not refundable in such cases.

Likewise the NAFSO board may vote to suspend an organization's membership temporarily for non-timely payment of dues or fees, determined by a 2/3 majority of the Board present at the face-to-face (or electronic) meeting in which the vote is taken and a quorum of Directors is present, and may reinstate such organization's membership if and when all past monies are paid to date.

The NAFSO Board reserves the right to terminate the membership of any organization, determined by a 2/3 majority of the Board present at the face-to-face (or electronic) meeting in which a vote is taken and a quorum of Directors is present; for failure to remain in good standing, or if its activities prove to be in conflict with NAFSO's mission, bylaws, and/or advocacy stances. Membership dues and fees are not refundable in such cases.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management and Number.

The property, business and affairs of the corporation shall be controlled and managed by a Board of Directors. The number of directors shall be no fewer than six (6) and no more than thirty (30). The business of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute by the Articles or by these bylaws directed.

Section 2. Term of Office.

The term of office for each Director shall be an initial two (2) years, but cannot serve more than six (6) consecutive years.

Section 3. Procedure for Elections.

Board of Directors shall be elected by the NAFSO membership by a election process determined by the Nominations Committee. Only members in good standing can be elected to the Board of NAFSO.

Section 4. Resignations.

Any Board member wishing to resign his/her role on the NAFSO board may do so in writing to the NAFSO President. Membership dues and other fees are not refundable.

Section 5. Removal.

Any Board member may be removed with or without cause, determined by a 2/3 majority of the Board present at the face-to-face (or electronic) meeting in which a vote is taken and a quorum of Directors is present

Section 6. Regular Meetings.

Regular meetings of the Board of Directors shall be held with notice at such time and at such place to be determined by the Board of Directors. A minimum notice of sixty (60) days' shall be given to each Director, either personally or by mail or telegram, fax or e-mail, or conference call, setting forth the time and place of the meeting.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by the President on seven (7) days' notice to each director, either personally or by mail or by telegram, fax or e-mail, or conference call, setting forth the time, place and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. Special meetings can be held by means of electronic remote communication as provided by statute.

Section 8. Quorum.

At all meetings of the Board of Directors, a majority of directors shall constitute a quorum for the transaction of business and the act of a simple majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute or by the Articles. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, which might be at a later date.

Section 9. Action by Consent.

Unless otherwise restricted by the By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if two-thirds of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 10. Meetings by Telephone.

Unless otherwise restricted by the Articles, members of the Board of Directors or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of conference telephone or other electronic means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meeting.

Section 11. Committees, Membership, Powers.

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 12. Committees, Minutes.

Each committee shall appoint a secretary at each meeting to keep regular minutes of its meetings and report the same to the Board of Directors.

Section 13. Action Without Meeting.

The Board of Directors may take action without meeting if a written, telephone or e-mail consent thereto is approved in writing by two-thirds (2/3) of the Board of Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE VI

NOTICES

Section 1. Notices.

Whenever, under the provisions of the statutes or of these bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, fax or e-mail, addressed to such director at his or her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the mail. Notice to directors may also be given by telegram.

Section 2. Waivers.

Whenever any notice is required to be given under the provisions of the statutes or of the Certificate or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII

OFFICERS

Section 1. Designations.

The officers of the corporation shall be chosen by majority vote of the Board of Directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more Assistant

Secretaries and Assistant Treasurers.

Section 2. Terms.

The term of office for each Officer shall be an initial two (2) years, but cannot serve more than six (6) consecutive years.

Section 3. Resignation.

Any Officer may resign at any time by written resignation to the President. He/she may continue as a Board member.

Section 4. Removal.

Any Officer may be removed with or without cause by a majority vote of Directors present at any regular or special meeting of the Board.

Section 5. Vacancies.

A vacancy in any office by reason of death, resignation, removal or otherwise may be filled for the unexpired portion of the term, by a majority vote of the Directors, upon nomination by the Committee on Directors.

Section 6. The President.

The President shall be the chief executive and administrative officer of the corporation, shall have general supervision of the business and finances of the corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall, preside at all meetings of the Directors. The President may execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law otherwise to be signed or executed. The President shall have the power to appoint, determine the duties and fix the compensation of such agents and employees as in his or her judgment may be necessary or proper for the transaction of the business of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her by the Board of Directors. The Board of Directors may confer like power on any other person or persons, except those that by statute are conferred exclusively on the President.

Section 7. The Vice President.

The Vice President shall perform such duties as shall be assigned and shall exercise such powers as may be granted by the Board of Directors or by the President of the corporation. In the absence of the President and the Chairman of the Board of Directors, the Vice President, in order of their seniority, may perform the duties and exercise the powers of the President with the same force and effect as if performed by the President and shall generally assist the President and shall perform the duties and have the powers prescribed by the Board of Directors from time to time.

Section 8. The Secretary.

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the corporation and he/she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature. The Secretary shall maintain membership records, and establish a quorum of qualified Directors at all meetings. [Alternatively, the Membership Committee may maintain these, but the Secretary must have the information to verify a quorum, and the majorities required to constitute actions of the Board. Because member organizations of NAFSO determine the representatives/Directors, this will require some attention each meeting.]

Section 9. The Treasurer.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall present an annual financial report of the corporation to the Board of Directors at the end of each fiscal year or when requested by the Board of Directors.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees.

A. The standing Committees of the Board, and their charges, shall be:

(1) **Nominating Committee**

a. Duties:

To be responsible to the Board of Directors for nominating new Board Directors, Officers, and at-large members; conducting elections. The Nominating Committee is responsible for the

- election process as voted upon by the Board of Directors.
- (2) **Finance Committee**
a. Duties:
To be responsible for the development and management of the fiscal plan for the year. Work closely with the other standing Committees to determine financial needs and goals.
- (3) **Membership**
a. Duties:
To be responsible for the recruitment of new members.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Affiliations.

The Board is authorized to establish affiliations with appropriate organizations, the conditions of the affiliation to be delineated in a contract with each individual organization.

Section 2. Restrictions.

No member of the Board shall have the right to incur debts or other financial obligations on behalf of NAFOS without authorization of the Board.

Section 3. Checks and Deposits.

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All checks, transfers and electronic wiring of funds over \$500.00 shall be authorized and signed by two (2) officers. All funds of the corporation not otherwise employed may be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 4. Fiscal Year.

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 5. Seal.

The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation and the words "Corporate Seal, State of Minnesota" The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X

AMENDMENTS

Section 1. Amendments.

These bylaws may be altered, amended or repealed or new bylaws may be adopted by the Board of Directors, when such power is conferred upon the Board of Directors by the Articles, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting. Such authority subject to limitations provided by statute.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

A. The corporation shall indemnify to the full extent authorized or permitted by the general corporation law of the State, as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigate, including an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or serves or served any other enterprise as such at the request of the corporation.

B. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article IX. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Date

Secretary