

BYLAWS
Of SEXAHOLICS ANONYMOUS, INCORPORATED

Adopted by the General Delegate Assembly of SA
August 1, 2005, amended July 7, 2006, amended February 13, 2011

ARTICLE 1: TWELVE STEPS and TWELVE TRADITIONS of SEXAHOLICS ANONYMOUS

1.1. The Twelve Steps. Sexaholics Anonymous, Incorporated has but one purpose—that of serving the fellowship of Sexaholics Anonymous, hereafter referred to as SA. It is, in effect, an agency created and designated by the fellowship of Sexaholics Anonymous to maintain services for those who seek, through Sexaholics Anonymous, the means for arresting their sexaholism through the application to their own lives of the Twelve Steps, which constitute the recovery program upon which the fellowship of Sexaholics Anonymous is founded. These Twelve Steps are as follows:

The Twelve Steps of Sexaholics Anonymous¹

1. We admitted we were powerless over lust—that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God *as we understood Him*.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed, and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God, *as we understood Him*, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these Steps, we tried to carry this message to sexaholics, and to practice these principles in all our affairs.

¹Adapted with permission by Alcoholics Anonymous World Services, Inc. The Twelve Steps and Traditions are reprinted with permission of Alcoholics Anonymous World Services, Inc. (“A.A.W.S.”) Permission to reprint and adapt the Twelve Steps and Twelve Traditions does not mean that A.A.W.S. has approved the contents of this document, nor that A.A.W.S. agrees with the views expressed herein. AA is a program of recovery from alcoholism only. Use of the Twelve Steps and Twelve Traditions in connection with programs which are patterned after A.A., but which address other problems, or in any other non-A.A. context, does not imply otherwise.

1.2. The Twelve Traditions. Sexaholics Anonymous, Incorporated in its deliberations and discussions shall be guided by the Twelve Traditions of Sexaholics Anonymous, herein referred to as the “Traditions”, which are as follows:

The Twelve Traditions of Sexaholics Anonymous¹

1. Our common welfare should come first; personal recovery depends upon SA unity.
2. For our group purpose there is but one ultimate authority—a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for membership is a desire to stop lusting and become sexually sober.
4. Each group should be autonomous, except in matters affecting other groups or Sexaholics Anonymous as a whole.
5. Each group has but one primary purpose—to carry its message to the sexaholic who still suffers.
6. An SA group ought never endorse, finance, or lend the SA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every SA group ought to be fully self-supporting, declining outside contributions.
8. Sexaholics Anonymous should remain forever non-professional, but our service centers may employ special workers.
9. SA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Sexaholics Anonymous has no opinion on outside issues; hence the SA name ought never be drawn into public controversy. 48
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, and television.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

Sexaholics Anonymous, Incorporated claims no proprietary right in the recovery program for these Twelve Steps and Twelve Traditions. Because the Twelve Steps and Twelve Traditions have proven to constitute an effective spiritual basis for life, which, if followed, arrest the disease of sexaholism, Sexaholics Anonymous, Incorporated shall use its best efforts to ensure that these Twelve Steps and Twelve Traditions are maintained, for it is regarded by the fellowship of Sexaholics Anonymous as the custodian of the Steps and Traditions and, accordingly, it shall not itself, or, so far as it is within its power to do so, permit others to modify, alter, or amplify these Steps and Traditions.

ARTICLE 2: GENERAL DELEGATE ASSEMBLY

2.0. Authority. The General Delegate Assembly, hereafter referred to as the “Assembly,” is designated as the policy setting and decision making body of Sexaholics Anonymous, Incorporated. The General Delegate Assembly is that body referred to in the Charter as the Oversight Assembly.

2.1. Qualifications and Election.

2.1.a. Delegates. The General Delegate Assembly shall consist of the Delegate(s) from each of the Regions recognized by the Assembly.

2.1.b. Term of Office. The term of office of a Delegate is three years, with the possibility of reelection to one additional term, with the concurrence of his constituent Region.

2.2. Meetings. The General Delegate Assembly shall meet at least once a year at time(s) and place(s) determined by the Delegates. They may meet by teleconference or in any fashion agreed to by the Delegates.

2.3. Duties. The General Delegate Assembly is the active voice and the effective conscience of SA. The Assembly shall carry out service work on a fellowship wide level, discuss and vote on issues of concerns to the regions they represent and to SA, as a whole. The Assembly shall elect and give direction to the Board of Trustees.

2.4. Quorum and Vote.

2.4.a. Quorum. The presence of a majority of the members of the Assembly shall constitute a quorum for the transaction of business. The vote of a majority of the Delegates present at a meeting at which a quorum shall be present shall be the act of the Assembly, unless the vote of a greater number shall be required by the charter, these Bylaws, or the laws of the State of Tennessee. A Region's Alternate Delegate may attend all or any part of a meeting and vote on behalf of his or her Region if the Delegate cannot.

2.4.b. Vote. Delegates may vote in person, by telephone, fax, mail, email, or any other fashion, as and if agreed to by a majority of the Delegates.

2.5. Officers. The officers of the General Delegate Assembly are Chair and Vice Chair. All terms of office are two years, with eligibility to be re-elected for one additional term. An officer need not be a Delegate.

2.6. Resignations, Removals, and Vacancies. In the event that any Assembly member shall resign or become incapacitated, the Region's Alternate Delegate will fill his or her place at the next regular meeting of the Assembly. The Alternate Delegate will serve whatever portion is left of the term of office and is considered eligible to be elected for a term or terms of his or her own.

ARTICLE 3: THE BOARD OF TRUSTEES

Adopted by the General Delegate Assembly of SA

August 1, 2005, amended July 7, 2006; amended February 13, 2011

3.10. Authority. The business and property of the corporation shall be managed and controlled by the Board of Trustees, as answerable to the General Delegate Assembly and the fellowship of Sexaholics Anonymous. The Board of Trustees was referred to in the Charter as the Oversight Committee.

3.11. Duties. The Board of Trustees is responsible for the day to day administration of the business of Sexaholics Anonymous, Incorporated. The Board shall take direction from the Assembly. It also shall implement the will and the policies of the Assembly.

3.12. Meetings. The Board shall meet at least once a year at a time and place designated by the Trustees. The Board of Trustees may also designate more frequent intervals for regular meetings. They may meet in any fashion agreed to by the Trustees. The Board Chair or any two of the Trustees may call special meetings at any time.

3.13. Qualification and Election.

3.13.a. Eligibility. Board of Trustees members need not be residents of the State of Tennessee but must be of legal age.

3.13.b. Term of Office. The term of office shall be one four-year term.

3.14. Composition and Duties of Nominations Committee

3.14.a. Service on Committee. Any member who is a candidate for election will not serve on the Nominations Committee for the year prior to election.

3.14.b. Election Process. The Nominations Committee shall place into nomination a slate of candidates, one candidate for each opening on the Board, to be approved by the Board. Once approved, these nominees will be presented to the Assembly. The Assembly will then hold an election to determine whether they approve these nominees as recommended or request alternative candidates. Those elected or re-elected will take office. Nominees for the position of Trustee are expected to be available for interviews by the Nominations Committee, the incumbent Trustees, and the Assembly.

3.15. Annual Reaffirmation of Trustees. Each year, all members of the Board shall be individually reaffirmed by the Assembly. A simple majority of the delegates present will be considered sufficient affirmation for continuation of the reaffirmed trustee's term. Those not so affirmed shall be considered unable to continue their elected term and a vacancy declared.

3.16. Resignations, Removals, and Vacancies. In the event that any Board member shall resign, be removed, or become incapacitated, the Assembly, with the advice of the Nominations Committee and the Trustees, may elect a new member to fill such vacancy at any regular or special meeting and shall do so if necessary to maintain the required number of Trustees. The Assembly shall have the authority to remove Trustees from office, even though their term of office may not have expired.

3.17. Number. The number of Trustees shall be no fewer than five, nor more than nine. Trustees may be members of the fellowship (sexaholics) or non-members of the fellowship (non-sexaholics). The sexaholic Trustees shall always constitute a majority of the Board of Trustees. However, a temporary disparity in the number or makeup of the Board, due to death, removal, resignation, or the like, shall be permitted and the Trustees shall continue to meet and act until such disparity shall be resolved no later than the next Trustee election.

3.18. Quorum and Vote.

3.18.a. Quorum. At all meetings of the Board of Trustees, a majority of the members shall be sufficient to constitute a quorum for the conduct of the affairs of the Board of Trustees and a vote of a majority of the member trustees present at any meeting at which there is a quorum shall, except as otherwise may be provided by these Bylaws, or by statute, constitute a decision by the membership of the Board of Trustees. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting to a time to be fixed by those present giving notice to any absent member.

3.18.b. Vote. Trustees may vote in person, by telephone, fax, mail, email, or any other fashion, as and if agreed to by a majority of the Trustees.

3.19. Committees. Committees shall be formed in keeping with the needs of service by resolution of the Board with such powers as the Board may regard as necessary. Committees may be created, discharged, eliminated, replaced, their powers expanded or limited, as the Board may from time to time deem appropriate.

3.20. Officers.

3.20.a. Offices and Duties. In order that the Board of Trustees may more effectively serve the purposes for which it is formed, the Board shall at its annual meeting, or any other meeting, if a vacancy shall occur, elect a Chair, First Vice-Chair, Second Vice-Chair, Secretary, and Assistant Secretary. The Chair shall have those duties generally attributable by law and custom to a President under the laws of the State of Tennessee, with such other greater or lesser duties as may from time to time be determined by the Board of Trustees. The Secretary shall have those duties generally attributable by law and custom to a Secretary under the laws of the State of Tennessee, with such other greater or lesser duties as may from time to time be determined by the Board of Trustees. No one may serve more than two successive one-year periods as Chair. No trustee shall serve as Chair beyond the expiration of that trustee's four year term as a trustee (see 3.13.b above). If a trustee is serving as Chair at the time the trustee's four-year term expires, the position of Chair shall be declared vacant and a new Chair shall be elected. The Vice-Chairs shall in their respective orders perform the duties of the Chair in the event of his or her absence or disability.

3.20.b. Titles. In order to render unto the Law that which the Law requires, the Board of Trustees shall be considered the board of directors, the Chair shall be "President" and the Secretary shall be "Secretary", respectively; but they shall at no time employ such titles, except as may be required for the execution of legal documents or by reason of other provisions of law.

ARTICLE 4: INDEMNIFICATION

4.1. Right to Indemnification. The corporation, to the fullest extent permitted by applicable laws as then in effect, shall indemnify any person (an "Indemnitee") who shall have been or shall be involved in any manner (including, without limitation, as a party or as a witness), or shall be threatened to be made so involved, in any threatened, pending, or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding by or in the right of the corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that he shall have been or shall be a director, officer, employee, or agent of the corporation, or shall have been or shall be serving at the request of the corporation as a director, officer, or employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any Proceedings. This indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred in an Indemnitee in connection with a Proceeding, consistent with the provisions of applicable law as then in effect.

4.2. Contracts and Funding. The corporation may enter into contracts with any director, officer, employee, or agent of the corporation in furtherance of the provisions of this Article, and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of amounts as may be necessary to effect indemnification as provided in this Article.

4.3. Indemnification Not Exclusive Right. The right of indemnification and advancement of expenses provided in this Article shall be exclusive of any other rights to which a person seeking indemnification may otherwise be entitled, under any statute, by-law, agreement, vote of members, or disinterested Board members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The provisions of this Article shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnity under this Article and shall be applicable to Proceedings commenced or continuing after the adoption of this Article, whether arising from acts or omissions occurring before or after adoption.

4.4. Advancement of Expenses; Procedures. In furtherance, but not in limitation of the foregoing provisions, the following procedures and remedies shall apply with respect to advancement of expenses and the right to indemnification under this Article:

(a) Advancement of Expenses. All reasonable expenses incurred by or on behalf of an Indemnitee in connection with any Proceeding shall be advanced to the Indemnitee by the corporation within twenty (20) days after the receipt by the corporation of a statement or statements from the Indemnitee requesting the advance or advances from time to time, whether prior to or after final disposition of a Proceeding. The statement or statements shall reasonably evidence the expenses incurred by the Indemnitee and, if required by law, at the time of advance, shall include or be accompanied by an undertaking by or on behalf of the Indemnitee to repay the amounts advanced if it should ultimately be determined that the Indemnitee shall have not been entitled to be indemnified against the expenses.

(b) Written Request for Indemnification. To obtain indemnification under this Article, in Indemnitee shall submit to the Secretary of the Board of Trustees a written request, including documentation and information as shall be reasonably available to the Indemnitee and reasonably necessary to determine whether and to what extent the Indemnitee shall be entitled to indemnification (the "Supporting Documentation"). The determination of the Indemnitee's entitlement to indemnification shall be made within a reasonable time after receipt by the Board of the written request for indemnification together with the Supporting Documentation. The Secretary of the Board, promptly upon receipt of a request for indemnification shall notify the Board in writing that the Indemnitee shall have requested indemnification.

(c) Procedure for Determination. An Indemnitee's entitlement to indemnification under this Article shall be determined (i) by the Board by a majority vote of a quorum (as defined in Article 3 of these Bylaws) consisting of Board members who shall not have been parties to the action, suit, or proceeding, or (ii) if a quorum shall not be obtainable, or, even if obtainable, a quorum of disinterested Board members shall so direct, by independent legal counsel in a written opinion, or (iii) by the fellowship, but only if a majority of the disinterested Board members, if they constitute a quorum of the Board, shall present the issue of entitlement to indemnification to the fellowship for their determination.

ARTICLE 5: EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of this corporation shall be authorized to take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 6: AMENDMENT OF BY-LAWS

The Charter and Bylaws of Sexaholics Anonymous, Incorporated may be amended by a two-thirds majority of the Board of Trustees and approved by a two-thirds majority of the General Delegate Assembly.