

By-Laws of the Society for the Second Self, Inc.

(A Texas Non-Profit Corporation)

ARTICLE 1: NAMES AND OFFICES

1.1. Name. The name of the corporation is **The Society for the Second Self, Inc.**

(the “Corporation”).

1.2. Principal Office. The principal business office of the Corporation shall be located in the State of Texas and shall be determined by the Board of Directors of the Corporation (the “Board”).

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1.3. Registered Office. As required by the Texas Non-Profit Corporation Act (the “Act”), the Corporation shall have and continuously maintain with the State of Texas a registered office and a registered agent. The office of the registered agent may be identical to the registered office. The identity of the registered agent and registered office may be changed by the Board in accordance with the provisions of the Act.

1.4. Other Offices. The Corporation may also have offices at such places, both in and out of Texas as the Board may determine.

ARTICLE 2: PURPOSE

2.1. General Purpose. The general purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the law.

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2.2. Specific Purpose. The Corporation shall provide the corporate framework to administer and encourage the work of The Society for the Second Self (the “Society”). Further it shall engage in, assist, encourage and support research in the fields of science and education that study crossdressing behavior and in the distribution and dissemination of such findings and research. The Corporation shall make such information available to crossdressers, their families and others directly affected by them and to others that may seek information about crossdressing behavior.

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2.3. Exempt Purpose. The Corporation may engage in any lawful activity permitted by the Act and shall not engage in any activity not permitted under the Internal Revenue Code Section 501 (“Section 501”) as it may be amended in the future.

ARTICLE 3: MEMBERSHIP

The Corporation shall have no members. Membership in the Society is not controlled and/or affected by this Article.

ARTICLE 4: BOARD OF DIRECTORS

4.1. Management. The affairs and the business of the Corporation shall be managed and controlled by its Board of Directors which may exercise all powers of the Corporation and act in any lawful manner as it may deem necessary to carry out the purposes of the Corporation as enumerated herein and the Articles of Incorporation.

4.2. Board Policy. In the exercise of its power, authority and responsibility to manage and control the business and affairs of the Corporation, the Board shall adopt Resolutions, Statements of Policy, Practices, Procedures and Directives, known collectively as Policy Documents in such form and format as the Board may determine

and cause such Policy Documents to be maintained by the Corporation as exhibits to the minutes of the meeting at which they were adopted. Such Policy Documents shall also be made available for continuing reference by the Board and any other person(s) as shall be determined by the Board. The Board shall be responsible to the membership of the Society and shall act in their best interests.

The Policy Documents that may be established under this Article shall have the full force and effect as if they were contained within these By-Laws.

4.3. Number and Membership of the Board.

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4.3.1. Voting Members. The Board shall consist of not less than three (3) nor more than twenty-five (25) voting members, the number and method of selection to be determined from time-to-time by the existing Board.

4.3.2. Non-Voting Members. The Board may elect any ex-officio, advisory and/or honorary members of the Board as they may deem to be in the best interest of the Corporation. The titles, terms and any other conditions and duties of such Non-Voting Members shall be determined by the Voting Members of the Board prior to any such election.

4.4. Qualifications.

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4.4.1. General. All Voting Members of the Board shall be voting members of the Society as defined by the Society. No more than two (2) Voting Members may be from the same chapter of the Society as chapter is defined by the Society. Nothing shall prevent a Voting Member of the Board from being an officer in a chapter of the Society as chapter is defined by the Society.

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4.4.2. Attendance. All Voting Members of the Board and any candidate(s) shall agree to attend on an annual basis at least one (1) Regular Meeting of the Board as defined herein

unless the Board has established, in advance, such conditions under which attendance may be excused and/or waived.

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4.5. Board Meetings.

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4.5.1. Regular Meetings. There shall be two (2) Regular Meetings, each calendar year. The Annual Meeting shall be held during the national crossdressing event sponsored by the Society (Holiday En Femme). The other meeting shall be held at the conference of Spouses and Partners International Conference on Education (S.P.I.C.E.). The Board may transact any such business as may be determined by the Voting Members and/or Chairperson of the Board.

4.5.2. Special Meetings. The Chairperson of the Board or upon the written call of a majority of Voting Members may, from time to time, call a Special Meeting if necessary to transact specific business that cannot be left until a Regular Meeting. If the Board determines in advance, any such meeting may be held through an on-line forum to be determined by the Board.

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4.5.3. Voting and Quorum. At any meeting of the Board, any Voting Member may originate and take part in any discussion on any subject that comes before the Board and shall be entitled to one (1) vote on such question. A quorum shall be present if at least one half (1/2) of the Voting Members are present. Except as herein exempted, a simple majority is required for any question to carry.

4.5.4. Notice and Waiver. Unless otherwise provided by law, the Articles of Incorporation or these By-Laws, notice of any Regular Meeting shall be in a form acceptable to the Voting Members. Neither the business to be transacted nor the purpose of the meeting shall be necessary to be included in the notice of a Regular Meeting except as required by Section 6.1 of these By-Laws or any rule of order established by the Board. Notice of any Special Meeting shall include the purpose and business to be transacted. Attendance of any Voting Member shall constitute waiver of the notice requirement.

4.6. Resignation and Removal.

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4.6.1. Resignation. Any Voting Member may resign from the Board at any time. Such resignation is voluntary and not subject to approval or disapproval of the Board. Such resignation must be conveyed in writing by any mail delivery system including electronic. On receipt of such resignation, the Board shall distribute such notification to the Corporation and the Society.

4.6.2. Removal. Any Voting Member may be removed with or without cause by a majority vote of the Board when, in their judgment, such removal is in the best interests of the Corporation. This Article is provided primarily to ensure the continuity of purpose and security of the Corporation and the Society.

4.7. Vacancies. Any vacancy occurring on the Board for any reason may be filled by the remaining Voting Members.

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4.8. Compensation. Voting Members shall not receive any compensation for their services as Board members. Upon motion and resolution of the Board, any member may be reimbursed for reasonable expenses incurred in the performance of such duties or in the furtherance of the purposes of the Corporation and/or Society.

ARTICLE 5: DELEGATION OF AUTHORITY

5.1. General. The Board may delegate any and all of its authority to act on behalf of the Corporation to any organizational entity within the Society or Corporation. When such delegation is made, the members of such entity shall be deemed to be acting with the same authority and effect as the Corporation's Board.

5.2. Qualifications. Any member of such delegated entity must, as a minimum, be a full member of the Society, as defined by the Society who has been such for at least one (1) year.

ARTICLE 6: CORPORATE OFFICERS

6.1. Officers of the Corporation. The Corporation's officers shall be a Chairperson, one or more Vice-Chairpersons, a Secretary and Treasurer. The Board may combine any such offices except that the Chairperson may not simultaneously also be the Treasurer and/or Secretary. All Officers of the Corporation shall be elected for a term of one (1) year at the Annual Meeting.

6.2. Administrative Staff. The Board may determine such administrative officers and staff of the Corporation as may be necessary to carry out its purposes. Any such administrative officers shall serve terms of one (1) year and may be re-elected.

ARTICLE 7: MISCELLANEOUS

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7.1. Amendments to these By-Laws. These By-Laws may be altered, amended or repealed by a majority vote of the Voting Members of the Board or of any other such entity that has been delegated the authority to do so by the Board. Such vote may be at any Regular Meeting or Special Meeting called for that purpose. Voting Members of the Board must be given a minimum of sixty (60) days notice of any such proposed change(s) and be provided a copy of the proposed text at the time of such notice.

7.2. Severability. If any provision of these By-Laws is held to be illegal, invalid or unenforceable by act of law, regulation and/or court decision, such provision shall be fully severable and these By-Laws will remain in full force and effect as if the unenforceable provision had never been included.

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7.3. Contributions. Any contribution, gift, bequest or devise may be accepted on behalf of the Corporation or the Society for the purposes of the Corporation that comply with Internal Revenue Code Section 501(c)(3) regarding educational, literary and charitable activities and are deductible to the donor under IRS Code Section 170. The Board or person(s) so authorized by the Board shall promptly acknowledge any such contribution and shall require the Treasurer, upon request, to provide for the proper accounting of the gift and expenditures related to it to the donor(s).

7.4. Books and Records. The Corporation shall maintain correct and complete books and records of account and shall also keep the minutes of the proceedings of the Board. An annual Financial Report shall be provided to the Voting Members of the Board and shall be available to all members of the Society within (120) one hundred twenty days following approval by the Board. Copies of the meetings of the Board shall be furnished to members of the Society within ninety (90) days of any such meeting and a summary of the decisions and actions of the Board may be made by any distribution method(s) as the Board may determine.

7.5. Fiscal year. The fiscal year of the Corporation and the Society shall begin on the first day of January and end on the last day of December (calendar year).

7.6. Authority to Bind. The Board may authorize any person or entity to enter into any contract and execute and deliver any such instrument in the name of and on behalf of the Corporation and/or the Society, subject to the limitations of the Articles of Incorporation, these By-Laws and resolutions and polices adopted by the Board. Such authorization shall be confined to specific instances and subject matter and shall be shown in the minutes of the meeting at which such authority is given.

7.7. Indebtedness. No indebtedness or loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless specifically authorized by resolution of the Board. Such authority shall be confined to specific instances and may not be approved if such loans or indebtedness require the personal guarantee of any member of the Corporation or the Society.

7.8. Deposits. All funds of the Corporation and the Society shall be properly accounted for and shall be deposited to the credit of the Corporation or Society, as appropriate, in such banks, trust companies or other depositories as the Board may select.

7.9. Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or the Society, shall be signed by such Voting Members of the Board and/or other such individuals to whom the Board may delegate by Resolution the authority to act in this capacity.

7.10. Corporate Seal. A seal of the Corporation, if any, may be in such form as approved by the Board and in conformity with applicable law. If the Board approves a seal, its affixation shall not be required to create a valid and binding obligation of the Corporation unless such is required by law.

7.11. Parliamentary Procedure. In all meeting of the Board the Board or its designated entity, the rules contained in the current edition of Robert's Rules of Order shall govern the proceedings in all ways in which they are applicable and not inconsistent with these By-Laws and/or any special rules of order adopted by the Board, provided that the Chairperson of the Board may suspend the rules in order to improve the order of the meeting.

7.12. Headings and Use of Gender. The headings that are used and the use of feminine and/or masculine gender in these By-Laws are for convenience only. Whenever applicable and wherever the context of the By-Laws dictates, the plural may be read as singular, the singular as plural, the masculine as feminine and the feminine as masculine.

7.13. Designation of Delegated Entities. Wherever the term “the Board” is used throughout these By-Laws, it is understood that this refers to any entity to which the Board may have delegated authority to act in its name. All such references are understood to mean that such entity is acting as the Board at such time and all rights, responsibilities and powers of the Board apply to such entity within the scope of such delegation.

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7.14. Use of Pseudonyms. In all records of the Corporation including, but not limited to these By-Laws, minutes and resolutions of the Board and any entity to whom the Board

has delegated authority to act and any listings of members of the Society, upon request, shall be referred to by a pseudonym (adopted name) whether or not the intention to use such pseudonym has been legally recorded in any jurisdiction. All persons having dealings of any type with the Corporation or the Society shall rely solely on the name(s) provided by the records of the Corporation and the Society with the assurance that when such pseudonyms are used it will not be for any fraudulent purpose or to limit liability that shall otherwise exist if legal names were used in such records. The use of such pseudonyms will not invalidate any records of the Corporation or Society or the actions taken on behalf of the Corporation or Society by such persons.

7.15. Security of Names. Subject to the provisions of any applicable law, any person choosing to use a pseudonym as defined in Section 7.13. is assured by the Corporation and the Society that the true identity and legal name, if known to the Corporation and/or Society, shall be protected as confidential information. The legal name and any information about such person shall be revealed only with the written consent of such person or upon the order of any court of competent jurisdiction in any matter concerning the Corporation and/or the Society in which such true identity and legal name are essential to the determination of the facts in issue.

The Board shall adopt such resolutions, policies or automatically amend these By-laws in order to comply with any provision(s) of Texas corporate law applicable to the Corporation and/or Society related to providing names of persons named in the records of the Corporation if the provisions of this section are found to violate such applicable law.

Unless otherwise provided by law, members of the Society shall have no right of inspection of books or records, including any listings of supporters.

ARTICLE 8: INDEMNIFICATION AND VOLUNTEER IMMUNITY

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8.1. Right of Indemnity. To the fullest extent permitted by law, the society shall indemnify its Voting Members, officers, employees and other persons described in Article 2.22A of the Texas Non-Profit Corporation Act or such section as the Act may be amended, including persons formerly occupying such positions against all expenses, judgments, fines, settlements and other sums actually and reasonably incurred by them in connection with any “proceeding” as defined in that article including an action by or in the name of the Corporation and/or Society, by reason of the fact that the person is or was a person described in that article.

8.2. Approval of Indemnity. On written request, the Board, by any person seeking indemnification under the Article, the Board shall promptly determine whether the applicable standard of conduct set forth in the Act has been met and, if so, shall authorize indemnification.

The undersigned, as Chairperson and Secretary, hereby certify that the foregoing Bylaws of The Society for the Second Self, Inc., were duly adopted by action of the Board of Governance on January 20, 2003.

Jane Ellen Fairfax, Chairperson

Frances Fairfax, Secretary