

**FIRST AMENDED BYLAWS OF
INFIDELITY SURVIVORS ANONYMOUS
A TEXAS NONPROFIT CORPORATION**

ARTICLE I

Section 1.1 These First Amended Bylaws ("Bylaws") constitute the code of rules adopted by the Service Board of Infidelity Survivors Anonymous ("ISA") a Texas non-profit corporation ("the corporation") for the regulation and management of the corporation's affairs, in accordance with Chapter 22 of the Texas Business Organizations Code, as amended from time to time (the "TBOC").

Section 1.2 No part of the Corporation's funds shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. The Corporation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.3 If and when necessary, upon dissolution of the corporation, its obligations and liabilities in the process of winding up shall be done in accordance with TBOC §22.304 or other law governing dissolution of non-profit organizations.

**ARTICLE II
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is dedicated to providing emotional support to individuals who have suffered as the result of a partner's infidelity.

**ARTICLE III
MANAGEMENT OF BUSINESS AND AFFAIRS OF ISA**

Section 3.1. Service Board. The Service Board of Infidelity Survivors Anonymous ("ISA Service Board, the "Service Board," or "ISB") is vested with the management of the business and affairs of the Corporation, subject to the TBOC, the Corporation's Certificate of Formation, as it may be amended or restated from time to time (the "*Certificate*"), and these Bylaws. The Service Board will be comprised of trusted servants of the ISA fellowship.

Section 3.2. Management of ISA Business (Managerial Functions). The Service Board shall have the sole and exclusive authority to perform the following functions:

- a. oversee the finances of the Corporation;
- a. sign contracts and/or authorize expenditures on behalf of the Corporation;

- b. elect the officers of the Corporation;
- c. manage the conflict of interest policy, and
- a. take such measures as may be necessary to carry out the purposes of ISA.

Section 3.3. Furtherance of ISA Purpose (non-managerial functions): The Service Board may appoint or form subcommittees to assist with performing or make recommendations to the Service Board regarding the following:

- a. Responsibility for maintaining the principles and policies of ISA, including but not limited to:
 - “The Twelve Steps of ISA,”
 - “The Twelve Traditions of ISA,” and
 - “The Gifts of ISA.”
- b. Coordinating policy among the ISA Groups throughout the world in order to maintain:
 - “The Twelve Steps of ISA,”
 - “The Twelve Traditions of ISA”, and
 - “The Gifts of ISA.”
- c. Assisting ISA groups in their activities;
- d. Providing information about the locations of ISA groups and virtual meetings;
- e. Assisting in the formation of new ISA groups;
- f. Publishing literature of interest to ISA groups.

Section 3.4. Number Comprising the Service Board. The initial number of trusted servants comprising the Service Board and identified by the Certificate of Formation was three (3). Thereafter, the number increased to eight (8). Moving forward, the number of trusted servants constituting the Service Board will be no fewer than five (5) and no greater than eight (8). However, the number of trusted servants comprising the Service Board may be determined from time to time by the Service Board. In no event shall a decrease have the effect of shortening the term of an incumbent trusted servant or of decreasing the total number of trusted servants to fewer than three (3).

Section 3.5. Term of Service on the Service Board. All Service Board trusted servants shall serve a two (2) to four (4) year term. When the Service Board consists of eight (8) trusted servants, the two (2) longest tenured trusted servants who have served at least two (2) years will “roll off” the Service Board. After rolling off the Service Board, a formerly serving trusted servant is eligible for additional terms beginning at the time of the next annual Service Board election.

Section 3.6 Filling of Vacancies. Any newly created places on the Service Board resulting from an increase in the number of trusted servants, and any vacancy occurring on the Service Board between the second ISB Quarterly Meeting and the last ISB Quarterly Meeting may be filled at a meeting of the Service Board by a majority vote. If the vacancy leaves the Service Board without a quorum, a vacancy may be filled on the vote of a quorum of remaining ISB trusted servants or by a sole remaining trusted servant. Any trusted servant appointed by the Service Board to fill such vacancy shall serve until the vacancy is filled by the annual Service Board election.

Section 3.7. Resignation. Any ISB trusted servant may resign at any time by delivering written notice to the trusted servant then serving as Secretary. If the ISB trusted servant who wishes to resign is then serving as Secretary, that trusted servant may resign by delivering written notice to the trusted servant then serving as Chair.

Section 3.8. Removal. Any trusted servant of the Service Board may be removed for just cause by a vote of at least two thirds (2/3) of the Service Board at a regular or special meeting. Just cause may be found to exist based on:

- a. Absence from two or more meetings in any twelve-month period without prior approval;
- b. A conflict of interest or a conflict of commitment violation; or
- c. Failure to adhere to any written policies and procedures of the Service Board.

Upon finding just cause by the Service Board, the Secretary shall send written notice of the proposed removal of such person to his/her/their email at least fifteen (15) days before final action is taken on such removal. At any time after such finding by the Service Board, the Chair or Secretary, or both, may meet with the person to discuss the finding(s) concerning such person.

In such situation, the person whose removal is being considered may submit a written statement to the Service Board regarding the proposed removal not less than five (5) days before any final action of the proposed removal. The Service Board shall review any such statement submitted and determine the mitigating factors, if any, on the proposed removal before the final vote of the Service Board to remove such person. Upon the vote of at least two-thirds (2/3) of the Service Board to take final action, the removal will become effective as of the date of the meeting, or at such later date as may be determined by the Service Board at such meeting, and the person in question shall be notified in writing by the Service Board of its decision.

Section 3.9. Compensation. ISB trusted servants shall not receive any salaries or other compensation for their service but may be reimbursed for any actual reasonable expenses incurred in the performance of their duties for the Corporation.

ARTICLE IV BOARD MEETINGS

Section 4.1. Meeting Location. The Service Board shall meet quarterly at an agreed upon time and place. Meetings may be held by suitable electronic communications systems including telephone, videoconferencing technology, the internet, or any combination of these if the telephone or other electronic or videoconferencing system permits each person participating to communicate with all other persons participating in the meeting. An official Service Board meeting requires that each Service Board trusted servant is provided written notice one (1) week in advance of the meeting.

Section 4.2. Meeting Frequency. The Service Board shall meet quarterly. The date and time of the regular Quarterly Meetings shall be set by the Service Board.

Section 4.3. Special Meetings. Special meetings of the Service Board

- a. may be called by the Chair; or
- b. shall occur if requested in writing by one third (1/3) of the Service Board.

Section 4.4. Quorum. A quorum must be reached by the Service Board before business can be transacted or motions made and passed. A quorum is reached when at least 5/8 of Service Board trusted servants are present.

Section 4.5. Absences. Prior notice for a meeting absence is requested before any meeting commences. ISB trusted servants should notify the ISB Secretary if unable to attend a meeting.

ARTICLE V COMMITTEES

The Service Board may designate and appoint committees to assist with the performance or make recommendations to the Service Board regarding the non-managerial functions reflected in Section 3.3 and other non-managerial functions. The Service Board and others may solicit volunteers to assist with those non-managerial functions. The committees and subcommittees must make annual reports to the Service Board, unless specifically relieved by a Majority vote of the Service Board of making such annual reports.

ARTICLE VI OFFICERS

Section 6.1. Roster of Officers. The Officers of the Corporation shall be: President (referred to as “ISB Chair” or “Chair”), Secretary, and Treasurer. Other officers may be appointed by the Service Board as it deems necessary.

Section 6.2. Appointment or Election of Officers. The Chair, Secretary and Treasurer shall be elected or appointed from among the Service Board each year at the first meeting following the annual Service Board election. The Chair and Secretary will serve terms of one (1) year each. The Treasurer will serve a two (2) year term.

Section 6.3. Chair. The Chair shall convene regularly scheduled Service Board meetings, provide a written agenda or arrange for other trusted servants to do so at least three (3) days before each meeting, and preside at each meeting. If the Chair is not available to preside at a meeting, other officers may preside in the following order: Secretary and Treasurer. The Chair must serve on the Service Board for at least one year prior to becoming the Chair.

Section 6.4. Secretary. The Secretary shall take notes or minutes of each board meeting, maintain the Corporation’s records and communicate to the Corporation’s fellowship. The Secretary shall maintain the Corporation’s records on the ISB Secretary Google Drive at isa.isb.secretary@gmail.com for a period of at least two (2) years and shall make such records available to ISA members upon their request.

Section 6.5. Treasurer. The Treasurer shall make a report at each Service Board meeting. The Treasurer shall communicate with the Service Board trusted servants regarding matters of finance. The Treasurer will prepare an annual budget and make financial information available to the Service Board and to the public. Quarterly reports are required to be submitted to the Service Board by the Treasurer showing income and expenditures. The Treasurer is responsible for filing

Federal and State tax reports annually for the fiscal year. The Treasurer shall maintain the quarterly financial reports on the ISB Treasurer Google Drive at isa.treasurer2011@gmail.com.

VII. MISCELLANEOUS

Section 7.1. No Members. The Corporation shall not have members. The Corporation shall consist only of trusted servants who are ISAs.

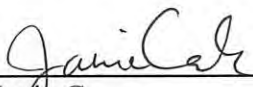
Section 7.2 Amendments. The Certificate of Formation and these Bylaws may be amended, when necessary, by 5 out of 8 members of the Service Board.

Section 7.3 Conflicts of Interest. The Service Board must implement and comply with the Conflicts of Interest Policy. The Conflicts of Interest Policy may be amended by 5 out of 8 of the Service Board. The Service Board may require officers and others to comply with the Conflicts of Interest Policy.

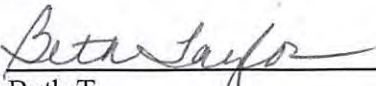
Adopted February __, 2025.



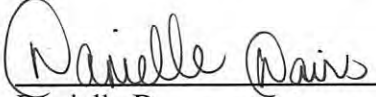
Laura B.
2024 – 2025 ISB Chair



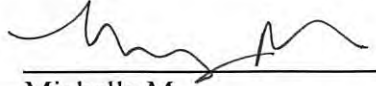
Jamie C.
2024 – 2025 ISB Secretary



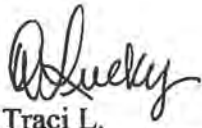
Beth T.
2024 – 2025 ISB Treasurer



Danielle D.
2024 – 2025 ISB Incoming Treasurer



Michelle M.
2024 – 2025 ISB Member



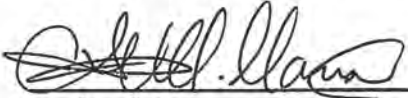
Traci L.

2024 – 2025 ISB Member



Val F.

2024 – 2025 ISB Member



Andrea M.

2024 – 2025 ISB Member