

**THE WORLD PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC.
A NONPROFIT EDUCATIONAL ORGANIZATION**

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the World Professional Association for Transgender Health, Inc. (WPATH), formerly known as the Harry Benjamin International Gender Dysphoria Association, Incorporated (HBIGDA), hereinafter referred to as “the Association.”

ARTICLE II. PURPOSE

The Association’s stated purpose is to provide a mechanism whereby professionals from various subspecialties of such disciplines as medicine, psychology, and the law may interact and communicate with each other to share research and clinical practice experience affecting the health and well-being of transsexual, transgender, and gender-nonconforming people.

The Association will promote meetings of interested professionals from a variety of professions and will encourage the dissemination of knowledge and best practice guidelines regarding gender dysphoria, transsexualism, and transgender health and well-being in general, to the professions and to the general public.

ARTICLE III. OFFICES

Section One. Incorporation. The Association is incorporated in the State of Texas.

Section Two. Principal Office. The Association will have a legal office (“WPATH Office”) associated with the business address of the Executive Director and /or the location where the day-to-day business functions of the Association are conducted.

ARTICLE IV. GOVERNMENT

Section One. Voting Membership. The Full, Honorary, and Emeritus members of this Association shall be the voting membership.

Section Two. Board of Directors. The administrative body of this Association shall be the Board of Directors, which includes seven (7) at large members, one (1) student liaison (non-voting), and the five (5) Officers of the Association. One (1) additional voting Board member shall represent each duly authorized Regional Affiliate of the Association. All members of the Board of Directors must also be members in good standing of the voting membership.

ARTICLE V-A. BOARD OF DIRECTORS AND OFFICERS

Section One. General Powers. The affairs of the Association shall be managed by its Board of Directors, who will be elected by the membership, except as noted below,

Section Two. Number, Tenure, and Qualifications. The number of At-large Directors shall be seven (7). Each At-large Director shall serve for a term of four (4) years or until a successor has qualified. At-large Directors may succeed themselves without limitation for one term, for a total of eight (8) years. However, an At-large Director is not prohibited from serving as an Officer or as a Regional Affiliate Organization Director after eight years of Board service. Similarly, after eight years on the Board and two years off the board, any former Director is again eligible to be nominated and elected to another Board term. At-large Directors serve the entire Association, and may not represent regional or other member blocks. At-large Directors may not serve as Regional Directors simultaneously while serving as an At-large Director. No person may hold or run for two or more positions on the Board at the same time.

Section Three: Regional Directors. Regional Affiliate Organizations of the Association may be formed to further professional communication, education and training, and policy efforts within a specific geographic region or country to provide greater attention to local members and local issues than is possible or practical to be tended to by the entire

WPATH Membership. Regional Affiliates may elect one (1) representative Director to the WPATH Board for a term of two (2) years in elections that are conducted within the specific region, such that only voting members from that region shall elect the Regional Director. Regional Directors may be re-elected for two (2) subsequent consecutive terms for the total service duration of six (6) years, after which they are not precluded from running for an At-large Director position or an Officer position with the Association. They may also run for election again as a Regional Director after standing down for at least one two (2) year term.

Section Four: Regional Affiliate Leadership. Regional Affiliate Organizations shall be constituted by a local leadership. Each Regional Affiliate Organization shall have its own operating agreement with WPATH. Regional Affiliate Organizations must be approved by the WPATH Board of Directors. Upon the chartering of the Regional Affiliate Organization, such entity must be re-approved every two (2) years by the WPATH Board of Directors to remain recognized as an Affiliate Organization. It is recommended that Regional Organizations be led by at least two Co-chairs from the region. Directors and Co-chairs may be volunteers from the time of Affiliate establishment to the time of the next regular Regional election, as determined by the Regional leadership. Thenceforward, Regional Officers and Directors shall be elected by the Regional Membership every two (2) years thereafter. Regional Affiliate Co-chairs may also establish other supporting positions as needed to operate the Organization. Regional Affiliate Organizations are responsible for conforming to the relevant laws governing professional educational associations in the country where they are constituted, and may establish their internal governance entirely according to local law or custom, including the capacity to refer to themselves as a WPATH Region, Regional Affiliate, or Regional Chapter, or other

appropriate nomenclature in conformance with local law or custom governing non-governmental organizations (NGOs).

Section Five. Regular meetings. Biennial meetings of the full Board of Directors shall be held with prior notice to the membership, usually at the time of the meeting of the membership at the biennial international symposium.

Section Six. Special meetings. Special meetings of the full Board of Directors may be called by or at the request of the Association President or any four (4) Directors.

Meetings of the Board may be conducted by long-distance conference telephone or any electronic media conferencing including the Internet or Intranet, or by any other meeting method as may be available and practical. The meeting at the time and place of the biennial meeting of the membership shall be held with the physical presence at the meeting site of a majority of the full Board of Directors.

Section Seven. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally by mail, fax or E-mail to each Director at their address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. An initial agenda for the meeting shall be provided in the notice.

Section Eight. Quorum. A majority of the duly elected Board of Directors shall constitute a quorum for the transaction of business of any meeting other than Executive Committee meetings.

Section Nine. Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section Ten. Compensation. Directors, or Regional Co-chairs, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorney's fees actually and necessarily incurred by them in connection with a claim asserted against them by action in court or otherwise by reason of their being or having been such Director or Co-chair, except in relation to matters as to which they shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section Eleven. Term of Office. The term of office (inauguration and termination) is roughly four (4) years for the at-large Directors and roughly two (2) years for Officers and for Regional Affiliate Directors or Regional Affiliate Co-chairs. Terms for Officers and all Directors or Co-chairs shall be fixed to the time of the biennial international meeting. In the event that no such meeting occurs within 30 months of the previous such meeting, the existing Board of Directors will set the time for the inauguration of the new term for new Directors.

Section Twelve. Removal. Any Director or Officer elected or appointed by the membership may be removed by the Board of Directors whenever, in their judgment, the best interests of the Association would be served thereby. Removal of a Director or Officer requires a two-thirds majority vote of the full Board of Directors (including all At-large and Regional Directors seated on the Board).

Section Thirteen. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term except in the case of a vacancy in the Presidency, in which case, the President-Elect will become President, and the then vacant position of President-Elect will remain vacant until an election is authorized by the Board. In the case of the simultaneous vacancy of the President and President-Elect positions, the Board of Directors may appoint an interim President to complete the unexpired portion of the term.

Section Fourteen. Executive Committee. The Executive Committee composed of the Association Officers and Executive Director may meet to conduct the routine business of the Association when the Association and the Board of Directors are not meeting as a whole. The Executive Director serves as an ex-officio member of the Executive Committee. Substantive business, such as any major restructuring or dissolution of the Association, as decided by the Board of Directors, will be brought for a vote of the entire Board of Directors or the entire Association, as appropriate. Decisions affecting any particular geographic region in which a Regional Affiliate Organization is constituted shall not be made by the Directors without participation in the decision by the Regional Affiliate's elected or appointed Director.

ARTICLE V-B. OFFICERS

Section One. Officers. The Officers of the Association shall be a President, President-Elect, Past President, a Treasurer, and a Secretary. The President, Past President, and President-Elect cannot succeed themselves, but there is no limit as to the number of times

an individual may hold these offices. No person may hold or run for two or more positions on the Board at the same time.

Section Two. President. The President shall be the principal Executive Officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. They shall preside at all meetings of the members, Executive Committee, and Board of Directors. They may sign, with the Treasurer and/or Executive Director or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contract, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws, or by statute to some other Officer or agent of the Association; and, in general, they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. They will serve a term of office of roughly two (2) years (as described above).

Section Three. President-Elect. In the absence of the President, or in the event of their inability or refusal to act, the President-Elect, shall perform the duties of the President, and when so acting shall have all the powers of and shall be subject to all the restrictions on the President. The President-Elect shall perform such other duties as from time to time may be assigned to them by the President or Directors. They will automatically assume the Presidency for roughly a two-year term upon completion of their term as President-Elect (as described above).

Section Four. Treasurer. The Treasurer shall have general oversight responsibility of the financial matters executed by the Executive Director of the Association. They will, in conjunction with the Executive Director, be responsible for the preparation of the budget

and financial reports to the Board of Directors on an annual basis. They will have signature authority on all financial accounts of the Association. In addition, the Treasurer will, in consultation with the Board, order an audit of the financial records of the Association at any time. Overall, the Treasurer will insure the fiscal responsibility of the Association. They will serve a term of roughly two (2) years and may succeed themselves only once for a total term of four (4) consecutive years.

Section Five. Secretary. The Secretary will monitor the activity of Committees, and, in general, perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors. They will serve a term of roughly two (2) years (as described above) and may succeed themselves only once for a total of four (4) consecutive years.

Section Six. Past President. When the President's term expires, they will become the immediate Past President for a term of roughly two (2) years.

ARTICLE V-C: EXECUTIVE DIRECTOR

The Executive Director serves as the operating officer of the Association and carries out or oversees the day- to-day work of the Association. The Executive Director is selected by the Board of Directors and may be paid a professional fee negotiated by them. Under the broad approval of the Board of Directors, the Executive Director implements the policies and plans of the Association and serves as an information representative to external and internal sources. The Executive Director maintains a working relationship with the President to whom they are directly responsible. The Executive Director works closely with the Board of Directors and with the Committee Chairs and Regional Co-Chairs in such a way as to develop the services of the

Association. The Executive Director must provide effective and efficient management resulting in productive performance and constructive growth of the Association. The Executive Director is responsible for the management and administration of the budget, and collects dues from the membership. They will have signature authority on all financial accounts of the Association. The Executive Director will also perform certain duties of Secretary of the Association by ensuring that records of the meetings of the Board of Directors and Officers, as well as the minutes of the biennial general membership meetings, are properly taken and maintained by office staff, and by ensuring that notices are duly given in accordance with the provisions of these bylaws or as required by law. The Executive Director is responsible for overseeing the web site of the Association, production and distribution of correspondence or newsletters to the membership as determined by the Board of Directors, as well as the updating and maintaining of the membership list. The Executive Director shall attend all meetings of the Executive Committee and Board of Directors (unless excused), and shall both inform and advise the Board on all business matters of the Association; however, as an employee of the Association, they are not entitled to a vote in any matters considered for decision by the Board.

ARTICLE VI. MEMBERSHIP

Section One. Honorary Members. The Board of Directors may, from time to time, designate persons as honorary members of the Association. Such persons will have full voting rights in the Association and the requirement to pay dues to the Association will be waived.

Section Two. Full Membership.

- a. Persons may apply or be nominated for membership in the Association.
- b. A person who is nominated must also complete an application form and meet all of the requirements contained in points c and d below.
- c. Applicants must be able to demonstrate a relevant professional qualification in any discipline of:
 - Medicine
 - Law
 - Marriage and Family Therapy
 - Psychology
 - Psychotherapy
 - Speech/ Voice Therapy
 - Sexology
 - Social Work
 - Sociology
 - Education
 - or other relevant discipline in the field of transsexual, transgender, or gender-nonconforming people's health, well-being and care,or, experience and background in these disciplines or any other related profession or discipline which contributes to the well-being of transsexual, transgender, and/or gender-nonconforming people,
- d. Applicants must also include a payment of their annual membership fee as prescribed by the Board of Directors with their application. On approval of their membership such payment will be transferred into the hands of the Association.
- e. Approval for membership may be given by the Executive Director or any designated member of the Board as proposed by the Executive Committee.
- f. Persons approved will be regarded as full members with full voting rights.
- g. If a person wishes to appeal a membership decision, they should contact the office of the Executive Director.

Section Three. Emeritus Membership. Persons who are retired may become Emeritus members and be eligible for a reduced membership fee upon providing evidence of retirement. Emeritus members must have been full members of the Association before retirement for at least five consecutive years immediately before applying for Emeritus membership. Emeritus members have full voting rights.

Section Four. Student Members. Persons applying for membership in this Association, and proving status as a registered student in a terminal degree program pertaining to transgender health, upon nomination by a full member of the Association, and upon payment of student dues as set by the Board of Directors, will be regarded as student members of the Association. Student members do not have voting rights unless they have attained approved status as a Full member and therefore qualify to vote.

Section Five. Supporting Members. Other persons applying for membership in the Association who do not have any relevant professional connection with the field, yet pay dues as prescribed by the Board of Directors, will be regarded as supporting members of the Association without voting rights. Group memberships, if approved, will also be classified as supporting members.

Section Six. Regional Affiliate members. Regional Affiliate members automatically become members of WPATH, and WPATH members automatically become members of any Regional Affiliate that is duly constituted in their home region. Regional Affiliate membership criteria is the same as that for WPATH membership, as described in this Article (Article VI. MEMBERSHIP). Regional Affiliate members shall pay membership dues to WPATH in an amount established by the Board of Directors. In some cases, depending on the Regional Affiliate operating agreement with WPATH, certain funds may be remitted to the Regional Affiliate to assist in supporting the Affiliate's work on

behalf of its members. Such funds may not accrue to Affiliate leadership as income or unauthorized expense reimbursement, but should be maintained in a bank account for the purpose of supporting the business interests of the Affiliate, as determined by its members. Full records of expenses and membership income must be available to the WPATH Office upon request, within three (3) weeks of such request.

Section Seven. Membership Committee. The Board of Directors may appoint a membership committee that may have the duty to recommend to the Board of Directors criteria for membership, membership categories, dues, and the mechanism whereby members may be suspended or expelled.

ARTICLE VII. EXECUTION OF INSTRUMENTS

Section One. Payments. Orders for payment of money shall be signed in the name of the Association and an authorization for payment must be signed by the President, Treasurer, or Executive Director. All payments in excess of \$3,000 (U.S.) or the equivalent must be signed or approved in writing by two of the above.

Section Two. Contracts, conveyances, and other instruments. The Board of Directors shall have power to designate the Officers and agents who shall have authority to execute any instrument on behalf of this Association. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, Treasurer or Executive Director may execute the same in the name and behalf of the Association, and may affix the corporate seal thereto.

ARTICLE VIII. DUES

Section One. Annual dues. The annual dues for honorary members will be waived; the annual dues for all membership categories will be determined by the Board of Directors. Dues must be paid by the renewal date specified or the member will be dropped from membership.

ARTICLE IX. MISCELLANEOUS

Section One. Books and records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Regional Affiliate Co-chairs shall maintain records of Affiliate business meetings, and any Director elected by a Regional Affiliate shall document all joint business of the Affiliate and of the Association in which they participate in memoranda that shall become the property of the Affiliate Office, with copies delivered promptly to the WPATH Office.

Section Two. Fiscal year. The fiscal year of the Association shall be determined based on good accounting and bookkeeping practices.

Section Three. Corporate seal. The Board of Directors shall provide a corporate seal with the name of the Association thereon.

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act, or under the provisions of The Articles of Incorporation or the Bylaws of the Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. ENACTMENT OF THESE BYLAWS

These Bylaws shall take effect upon approval of the majority vote of eligible voting members.

ARTICLE XI. AMENDMENTS

Section One. Amendment to Bylaws. The current Bylaws shall be posted on the Association's web site for members. These Bylaws may be altered, amended or repealed by vote of the voting membership at such time, place, and by such methods as directed by the Board of Directors. Any proposed alterations, amendments, or suggested repeals of the Bylaws must be approved by majority vote of the membership's eligible votes cast, upon recommendation by the Board of Directors. Members may submit suggested amendments to the Board of Directors for consideration.

ARTICLE XII. VOTING

Section One. Vote required. All votes taken by the Board of Directors and by the voting membership shall require a majority of votes cast unless otherwise specified by these Bylaws. In the case of votes taken by the Board of Directors, a quorum of directors must be present before the vote is taken, except as specified as above. However, in the case of a vote by the Board of Directors to remove an officer, a two-thirds vote of the directors is required. All votes taken by the membership shall be conducted by electronic ballot using either email or the Association web site or another web site approved by the Executive Director and Executive Committee. A majority of ballots cast determines the outcome.

ARTICLE XIII. COMMITTEES

Section One. Appointment. Committees may be established by the Board of Directors. Committees should include at least three (3) persons, including, if possible, one (1)

member of the Board of Directors. Other committee members, including the Chair, must be members of the voting membership of the Association. Committees may invite, as non-voting committee members, consultants who may or may not be members of the voting membership of the Association. The President and Secretary shall serve as ex-officio members of all committees. The recommendation to the Board of Directors to appoint a committee, and its members, may be made by any voting member of the Association and may be submitted to any Director to be brought to the attention of the full Board of Directors.

Section Two. Powers. Committees established by the Board of Directors may not act for, on behalf of, or instead of, the Board of Directors, or voting membership of the Association. Committees should make every effort to keep the membership informed concerning their activities. Committees' recommendations will be presented to the Secretary, who will present them to the Board of Directors. The Board of Directors, where empowered to do so by these Bylaws, may act on the Committee recommendations. The Committee membership, recommendations, and the acts of the Board of Directors must be reported to the voting membership of the Association at the time of, or before, the next scheduled general membership voting occasion. Committee recommendations approved by the Board of Directors, and requiring a vote by the voting membership of the Association, shall be sent to the voting membership of the Association at the time of the next scheduled voting. A special voting occasion may be called for earlier by the Board of Directors.

ARTICLE XIV. MEMBERSHIP LISTS

The Executive Director will maintain a complete mailing list of the membership of the Association, which is also capable of being sorted to separately identify members of each Regional Affiliate Organization. Except where a member has specifically asked for exclusion of their name and/or address, the contact list will be available to any member of the Association.