

**THE UNITED STATES PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC.**
**A CHARTER OF THE WORLD PROFESSIONAL ASSOCIATION FOR
TRANSGENDER HEALTH, INC.,**
CHARTER

ARTICLE I. ESTABLISHMENT AND NAME

The United States Professional Association for Transgender Health (“USPATH” or “Chapter”) is a regional chapter, also referred to as “Regional Affiliate” of the World Professional Association for Transgender Health, Inc. (“WPATH”), a Texas not-for-profit corporation, recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. PURPOSES

This Chapter’s purpose is to provide a mechanism whereby professionals from various subspecialties of such disciplines as medicine, mental and behavioral health, and the law, residing and practicing in the United States of America, may interact and communicate with each other to share research, clinical practice and other experience affecting the health and well-being of transgender, and gender-nonconforming people, in line with the tax-exempt purposes of, and as advisory to, the mission and purposes of WPATH.

The Chapter will promote US-based meetings of interested professionals from a variety of professions and will encourage the dissemination of knowledge and best practice guidelines regarding transgender health and well-being in general to professions and to the general public.

USPATH shall advise WPATH, from a United States (“US”) perspective, in support of the global mission and vision of WPATH. The USPATH Chapter shall propose US-specific guidelines, recommendations, and/or policy positions in the name of USPATH with

the advance endorsement of the WPATH leadership to ensure messaging consistency and global coordination.

ARTICLE III. MEMBERSHIP

While USPATH is a part of and advisory to WPATH, the USPATH Membership plays a vital role in the mission and purposes of WPATH from a US perspective. As such, it is important that USPATH identify, qualify, and elect the USPATH Membership, Directors, and Officers, with support from WPATH, in accordance with Article III, IV and V.

Section One. Voting Membership. The Full, Honorary, and Emeritus Members of this Chapter shall be approved by the Officers of USPATH and shall be the voting Members of USPATH. All Members of USPATH must be members in good standing of WPATH, who reside in, practice and/or study in the US.

Section Two. Student Membership. In addition, USPATH shall have a student membership, approved by the Officers of USPATH, all of whom must be student members of WPATH, and entitled to vote only as specifically provided for herein.

Section Three. Dues. Annual and other dues for all USPATH Membership categories may be recommended by the USPATH Board of Directors and set by WPATH.

Section Four. Bi-Annual and Special Meetings of Members. A bi-annual meeting of the Members shall be held at such date, hour and place as the Board of Directors designates for the purpose of any matters in line with the purposes of USPATH. Special meetings of the Members shall be held at such date, hour, and place as the Board of Directors designates, for any purposes allowable during the bi-annual meetings.

Section Five. Quorum and Manner of Acting. The Members holding one-tenth of the votes entitled to be cast at any meeting, shall constitute a quorum of members at such

meeting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership.

Section Six. Electronic Participation. The Members may participate in and act at any meeting through the use of a conference telephone, video, chat/text or other communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance at the meeting and be counted as part of the quorum.

Section Seven. Notice. Notice of any meeting shall be given at least seven days prior thereto by written (mail, email, etc.) to each Member at their address as shown by the records of the Chapter. An initial agenda for the meeting shall be published as soon as possible, either with or shortly after the meeting notice.

ARTICLE IV. BOARD OF DIRECTORS

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

Section Two. Number and Qualifications. The USPATH Board of Directors shall be elected by the Membership. There shall be a minimum of six (6) and a maximum of ten (10) at-large Directors, plus the Officers of USPATH, who shall also serve as Directors by election as Officers, if not already holding at-large Director positions. In addition, USPATH Trainee Membership shall elect from their cohort no more than two (2) trainee representatives to the USPATH Board of Directors. All Directors of USPATH must be Members in good standing of USPATH.

Section Three. Terms. Each at-large Director shall serve for a term of three (3) years, or the remaining term for any Director elected to fill a vacancy, or until a successor is elected. The terms of at-large Directors may be staggered so that only an approximately equal portion of terms expire in each year. A Director may serve two (2) full consecutive terms and may serve again for up to two (2) consecutive terms after not serving for one (1)

term. Term limits do not apply to Officers serving as Directors due to being Officers of USPATH.

Section Four. Diversity of the USPATH Board. USPATH shall endeavor to compose the Board of Directors with representatives of every region of the US, and with representatives of the range of professions that comprise the field of transgender health. These values should be emphasized in any director recruitment or nomination materials, as well as announcements of candidate identities and position statements prepared for ballots during election cycles. USPATH also shall endeavor to compose the Board from a diverse range of racial, ethnic, gender, sexuality, and ability status as well as from other traditionally under-represented groups, to be inclusive and not limited to those diversities listed above

Section Five. Regular meetings. Meetings of the Board of Directors shall be held at times set in advance by the Board of Directors. In-person meetings may be planned to take place at the time of a meeting of the Membership, such as a regional conference or symposium.

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

Section Seven. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days prior thereto by written notice (mail, email, etc.) delivered to each Director at their address as shown by the records of the Chapter. An agenda for the meeting shall be published as soon as possible, either with or shortly after the meeting notice.

Section Eight. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting other than Committee meetings. See Article VI (below) for further information about Committees.

Section Nine. Electronic Participation. Notwithstanding anything to the contrary stated herein, the Directors may participate in and act at any meeting through the use of a conference telephone, video, or other communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting and be counted as part of the quorum.

Section Ten. 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.

Section Eleven. Compensation. Directors shall not receive any compensation for their services as Directors, but by resolution of the Board of Directors any Director may be reimbursed for expenses and costs.

Section Twelve. Removal. Any Director may be removed by the USPATH Board of Directors or the WPATH board of directors, whenever, in their judgment, the best interests of the Chapter would be served thereby. Removal of a Director requires a two-thirds majority vote of the Board of Directors of USPATH with a quorum being present, or a two-thirds majority vote of the WPATH board of directors, with quorum being present.

Section Thirteen. Vacancies. A vacancy in any the Board of Directors because of death, resignation, removal, disqualification, or increase in the number of Directors, may be filled by the Board of Directors for the unexpired portion of the term, or for a full term in the event of an increase in the number of Directors.

ARTICLE V-OFFICERS

Section One. Officers. The Officers of the Chapter, which are elected by, and may be removed and replaced by, the Membership, shall be a President, a Past-President, President-Elect, and an Officer-At-Large. No person may hold or run for more than one office at the same time.

Section Two. President. The President shall be the principal Officer of the Chapter and shall, in general, supervise all of the Chapter's business and affairs. They shall preside

at all meetings of the Chapter members and Chapter Board of Directors; 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 and may not succeed themselves; however, following their presidential term they will serve a two-year term as Past-President. In the case of a vacancy in the Presidency, the President-Elect shall become the President and the vacant position of President-Elect shall remain vacant until an election is authorized by the Board. No person shall be elected to the office of the President more than once, and no person who has held the office of President, or acted as President, for more than 18 months of a two-year term to which some other person was elected President shall be elected to the office of President more than once. In the case of the simultaneous vacancy of both the President and President-Elect, the At-Large Executive shall serve as acting President until the completion of the election of a new President and President-Elect, which shall take place as soon as practical under the procedures established.

Section Three. President-Elect. The President-Elect shall support the President and perform duties delegated to them by the President. They will serve a term of office of roughly two (2) years and may not succeed themselves; however, at the conclusion of their term they shall assume the duties and responsibilities of the office of President, followed by a two (2) year term as Past-President.

Section Four. Past-President. The Past-President shall support the President and perform duties delegated to them by the President. They will serve a term of office of roughly two (2) years directly following their term as President. In the case of vacancy of the Past-President, this position will remain vacant until such time as the current President moves into the Past-President role.

Section Five. At-Large Executive. The At-Large Executive will monitor the activity of Committees, serve as an additional source of guidance and advice in the

governance of the organization outside of the presidency lineage, 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 and may succeed themselves once, for a total term of four (4) consecutive years. .

ARTICLE VI. COMMITTEES

Section One. Committees. USPATH shall have an Executive Committee, and such other Committees (also known as Special Interest Groups), or other groups that may be established and named by the USPATH Board of Directors.

Section Two. Executive Committee. The Executive Committee shall be composed of the USPATH Officers, and the WPATH Executive Director, and may meet to conduct the routine business of USPATH between meetings of the Board of Directors.

Section Three. Additional Committees. Additional Committees may be established by the USPATH Board of Directors and shall act as proscribed by the Board of Directors. Recommendations to the USPATH Board of Directors to establish a committee may be made by any voting member of the USPATH and may be submitted to any Director to be brought to the attention of the full Board of Directors. Committees shall keep the USPATH Board of Directors, and Membership, if requested by Board of Directors or President, informed concerning their activities. Additional Committees should include at least three (3) persons. All Committees shall have one (1) member of the Board of Directors who serves as a liaison between the Board and the Committee. Committee Members, including the chair, must be members of the Chapter. Committees may invite, as non-voting committee members, consultants and others who may be non-members of the Chapter.

Section Four. Committee Powers. Committees established by the USPATH Board of Directors may not act for, on behalf of, or instead of, the USPATH Board of Directors or the WPATH Board of Directors, or the voting membership of the full Chapter. Committees should make every effort to keep the Directors and Officers informed concerning their

activities. The USPATH Board of Directors, where empowered to do so by these Bylaws, may act on the Committee recommendations.

ARTICLE VII. NOMINATING COMMITTEE

Section One. Nominating Committee. The Nominating Committee shall consist of up to ten members of the Chapter, all appointed by the Board of Directors for staggered terms. In addition, the Executive Director and most recently serving Past President shall serve as ex officio, non-voting members of the Nominating Committee. The President shall designate a Chair of the Nominating Committee from among the Committee members. The Chair of the Nominating Committee shall serve a one-year term.

Section Two. Nominations for the Nominating Committee. For the positions on the Nominating Committee becoming vacant following an election cycle, or up to two (2) election cycles year, the Chapter members shall be invited to submit to the Board of Directors names of members they wish to be considered. The call for nominations will identify criteria for the Nominating Committee. The Board of Directors will select members of the Nominating Committee.

Section Three. Nomination of Officers. For the Officer positions becoming vacant, the Chapter members shall be invited to submit to the Nominating Committee names of members they wish to be considered. The Board will provide minimum requirements for the Nominating Committee to inform their review of nominated members for Officer positions. The Nominating Committee shall nominate any number of members of the Chapter qualified for the office of President-Elect and Officer-At-Large for election by Chapter members. Any member of the Chapter may submit recommendations to the Nominating Committee through the election nominating process, for its deliberations.

Section Four. Nominations of Directors. For the positions on the Board of Directors becoming vacant, the Chapter members shall be invited to submit to the Nominating Committee names of members they wish to be considered, through the election process. The

Board will provide minimum requirements for the Nominating Committee to inform their review of nominated members for positions on the Board of Directors. The Nominating Committee shall create a slate of candidates. Retiring members of the Nominating Committee shall not be eligible to serve on the Board of Directors for at least two years after their term on the Nominating Committee ends.

Section Five. Criteria for Directors and Officers. The Board of Directors, or its delegate, shall develop and publish criteria to be used by the Nominating Committee, and the membership, to nominate candidates for the Board of Directors and Officer positions.

Section Six. Elections of Officers and Directors. The members, pursuant to procedures established by the Board of Directors, the Nominating Committee, and these bylaws, shall elect by ballot Officers and Directors. The Chapter shall send to each member an official ballot containing the list of nominees for Officers and Directors. Said ballots shall notify such members that they shall vote by a specified deadline. In the case of a tie vote, individuals so tied shall draw by lot, under the supervision of Board of Directors, to determine which individual assumes the duties in question.

ARTICLE VIII. ENACTMENT AND AMENDMENT OF THIS CHARTER

This charter, and all amendments thereto, shall take effect upon approval of the board of directors of WPATH. The USPATH Board of Directors, may, from time-to-time, propose amendments to this charter, which will be subject to approval by the WPATH board of directors prior to becoming effective.