

**THE UNITED STATES PROFESSIONAL ASSOCIATION
FOR TRANSGENDER HEALTH, INC.
A NONPROFIT EDUCATIONAL PROFESSIONAL MEMBERSHIP ORGANIZATION**

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the United States Professional Association for Transgender Health, Inc. (USPATH), hereinafter referred to as “the Chapter,” a regional Chapter of the World Professional Association for Transgender Health, Inc. (WPATH). Each Regional Affiliate Organization or Chapter shall have its own operating agreement with WPATH. Regional Affiliate Organizations and Chapters must be approved by the WPATH Board of Directors. Upon the chartering of the Regional Affiliate Organization or Chapter, such entity must be re-approved every two (2) years by the WPATH Board of Directors to remain recognized as a Chapter or a Regional Affiliate Organization.

ARTICLE II. PURPOSE

This Chapter’s stated 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 and clinical practice experience affecting the health and well-being of transsexual, transgender, and gender-nonconforming people.

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 the professions and to the general public. USPATH meetings will not conflict with scheduled WPATH international scientific symposia, which occur once every two (2) years.

USPATH shall cooperate with the World Professional Association for Transgender Health in support of the mission and vision of the global organization. The USPATH Chapter may issue US-specific guidelines, recommendations, and policy positions in the name of USPATH with the advance endorsement of the WPATH leadership to ensure messaging consistency and global coordination.

ARTICLE III. OFFICES

Section One. Incorporation. The Chapter is incorporated in the State of Illinois.

Section Two. Principal Office. The chapter will have a legal office (“USPATH Office”) associated with the business address of the WPATH Executive Director.

ARTICLE IV. GOVERNMENT

Section One. Voting Membership. The Full, Honorary, and Emeritus members of this Chapter shall be the voting membership of WPATH who reside and practice in the USA. In addition, the US-based student membership may elect from their cohort two student representatives who shall act as liaisons between the student membership and the USPATH Board of Directors, and who shall be entitled to vote on matters presented to the Board.

Section Two. Board of Directors. The administrative body of this Chapter shall be the Board of Directors, which includes a minimum of six (6) and a maximum of ten (10) At-large members, and the three (3) to five (5) Officers of the Chapter. All members of the Board of Directors, including the elected student members, must also be members in good standing of USPATH and WPATH.

Section Three. Regional Affiliate or Chapter Leadership. Regional Affiliate Organizations and Chapters such as USPATH shall be coordinated by leadership local to the region in which its members live and practice. It is recommended that Regional

Organizations be led by at least three (3) Officers (see Article V-B, below) from the region. Regional Officers and Directors shall be elected by the Regional Membership every two (2) years thereafter. Regional Affiliate Officers may also establish other supporting positions as needed to operate the Chapter. Regional Affiliate Organizations and Chapters 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 Chapter, or other appropriate nomenclature in conformance with local law or custom governing non-profit charitable organizations or non-governmental organizations (NGOs), as appropriate.

ARTICLE V-A. BOARD OF DIRECTORS AND OFFICERS

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, Tenure, and Qualifications. The minimum number of At-large Directors shall be six (6). Each At-large Director shall serve for a term of two (2) years or until a successor has qualified. At-large Directors may succeed themselves without limitation for one term, for a total four (4) years. However, an At-large Director is not prohibited from serving as an Officer or as a Chapter Director after four (4) years of Board service. Similarly, after four (4) years on the Board and two (2) years off the Board, any former Director is again eligible to be nominated and elected to another Board term. No person may hold or run for more than one position on the Board at the same time.

Section Three: Chapter Directors. USPATH, like other Chapters or Regional Affiliate Organizations of the Association, is established by WPATH 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 global WPATH Membership. To ensure that each region is represented on the WPATH Board of Directors, USPATH may appoint one (1) representative Director to the WPATH Board for a term of two (2) years. The duly-elected USPATH Board of Directors shall make the appointment from among its own members. Regional Directors may be re-elected for one (1) subsequent consecutive term for the total service duration of four (4) years, after which they are not precluded from running for an At-large Director position or Officer position on either the WPATH or USPATH Boards. They may also serve again as a Regional Director after standing down for at least one two (2) year term.

Section Four. Diversity of the USPATH Board. Because the USPATH Region comprises the largest percentage of global WPATH members, it is important to make every effort to compose the Board with 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.

Section Five. Provision for Staggered Elections. To maintain continuity and knowledge retention of the Chapter Board of Directors, at the first election of USPATH Board Members the top three (3) candidates shall serve for 3 years, and all other elected

candidates shall serve for two (2) years, so that all Board Members' terms do not expire simultaneously.

Section Six. Regular meetings. Meetings of the full USPATH Board of Directors shall be held with prior notice to the membership. In-person meetings may be planned to take place at the time of a meeting of a large portion of the membership, such as a regional conference or symposium. In-person meetings at the time and place of the membership meeting shall be held with the physical presence at the meeting site of a majority of the full Board of Directors so that business may be lawfully conducted..

Section Seven. Special meetings. Special meetings of the full Board of Directors may be called by or at the request of the 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 by any other meeting method as may be available and practical.

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

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

See Article XI (below) for further information about Committees.

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 unless the act of a greater number is required by law or by these bylaws.

Section Eleven. Compensation. Directors and Officers, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director or Officer may be indemnified for expenses and costs. Such costs may include 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 Officer. No indemnity for attorney's fees shall be offered in relation to matters in which any Director or Officer shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought.

Section Twelve. Term of Office. The term of office (inauguration and termination) is roughly two (2) years for all USPATH Directors and Officers. Terms for Officers and Directors shall be fixed to the time of the regional meeting. In the event that no such meeting occurs within 21 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 Thirteen. 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 Chapter would be served thereby. Removal of a Director or Officer requires a two-thirds majority vote of the full Board of Directors.

Section Fourteen. 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 shall become the President and the then vacant position of President-Elect shall remain vacant until an election is authorized by the Board. In the case of the simultaneous vacancy of both the President and President-Elect, the Board of

Directors may appoint an Interim President to complete the unexpired portion of the Presidential term, when new duly-elected Officers shall take their seats.

ARTICLE V-B. OFFICERS

Section One. Officers. The Officers of the Chapter shall be a President, a President-Elect (a Past-President once the first President's term has expired), and a secretary/treasurer.

No person may hold or run for more than one position on the Board 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. They may sign, with the Treasurer and WPATH Executive Director or any other proper Officer of WPATH authorized by the Global Board of Directors, any deeds, mortgages, bonds, contract, or other instruments that the Chapter 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 and may not succeed themselves; however, following their presidential term they will serve a two-year term as Past-President.

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 a

this 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. Secretary/Treasurer. The Secretary/Treasurer shall maintain the records of the actions and policy-related position statements of the USPATH Board, and for coordinating with the WPATH Executive Committee to ensure continuity and consistency of messaging in external communications of the Chapter. They shall have general oversight responsibility of the financial matters executed by the Chapter Board of Directors. They will, in conjunction with the WPATH Treasurer and Executive Director, be responsible for the preparation of the budget and financial reports to the Chapter Board of Directors and the WPATH Board of Directors on an annual basis. They will have signature authority on all financial accounts of the Chapter. In addition, the Secretary/Treasurer will, in consultation with the Board, order an audit of the financial records of the Chapter at any time. Overall, the Secretary/Treasurer will insure the fiscal responsibility of the Chapter. 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. MEMBERSHIP

Section One. All members of USPATH shall meet the membership criteria of WPATH.

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

ARTICLE VII. MISCELLANEOUS

Section One. Books and records. The Chapter 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. The Chapter Secretary/Treasurer shall maintain records of Chapter business meetings, and shall document all joint business of the Chapter (USPATH) and of the Association (WPATH) in which they participate in memoranda that shall become the property of the Chapter Office, with copies delivered promptly to the WPATH Office.

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

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

ARTICLE VIII. ENACTMENT OF THESE BYLAWS

These Bylaws shall take effect upon approval of the simple majority vote of the USPATH Steering Committee, and ratified by the members of the WPATH Board.

ARTICLE IX. AMENDMENTS

Amendment to Bylaws. The current Bylaws shall be posted on the Chapter's web page 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 USPATH Board of Directors. Chapter members may submit suggested amendments to the USPATH Board of Directors for consideration. Any proposed alterations, amendments, or suggested repeals of the Bylaws must be approved by the WPATH Board of Directors before they are offered to the USPATH membership for a vote.

ARTICLE X. VOTING

Vote required. All votes taken by the USPATH 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 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 organization web site or another web site approved by the Executive Director and Chapter Officers. A simple majority of ballots cast determines the outcome.

ARTICLE XI. COMMITTEES

Section One. Appointment. Committees may be established by the USPATH Board of Directors. Committees should include at least three (3) persons, including, if possible, one (1) member of the Board of Directors. Regular committee members, including the Chair, must be members of the Chapter. Committees may invite, as non-voting committee members, consultants who may be members or non-members of the Chapter. The recommendation to the USPATH Board of Directors to appoint a committee may be made by any voting member of the USPATH Chapter, 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 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 Association. Committees should make every effort to keep the membership informed concerning their activities. The

USPATH 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 USPATH Board of Directors must be reported to the membership of the USPATH Chapter at the time of, or before, the next scheduled general membership voting occasion. A special voting occasion may be called for earlier by the Board of Directors, if necessary.