



TransCentralPA

Transgender Education Association of Central Pennsylvania

Bylaws of TransCentralPA

Article 1: Name

The name of the Organization is "TransCentralPA", also known as the 'Transgender Education Association of Central Pennsylvania.'

Article 2: Purpose

The purpose of TransCentralPA is to provide education and caring support for Transgender individuals, their Significant Others, families, friends & allies in the Central Pennsylvania area. TransCentralPA shall also be actively involved in maintaining an outreach program to provide gender education to businesses, organizations, educational institutions and governmental agencies.

Article 3: Operating Basis

TransCentralPA operates as a not-for-profit basis organization.

Article 4: Membership

Eligibility: Application for Membership in TransCentralPA is open to any person who has reached the age of 18 who feels their gender role to be different from what is expected of the gender assignment made at birth; to a spouse, relationship partner, significant other or family member of that person; and to anyone who has a personal or professional interest in gender behavior. Individuals under the age of 18 may attend TransCentralPA meetings if accompanied by their parent or guardian.

Ownership: Membership is personal to the member to whom it is issued and may not be transferred nor divided.

Establishment of Membership: Any person eligible under this article may become a Member. Candidates for Membership must complete a Membership application, pay the appropriate membership dues to any officer of TransCentralPA and agree to accept & adhere to the TransCentralPA Bylaws and the Rules of Conduct. All memberships must be approved by the Board of Directors by a simple majority vote. A Term of Membership is normally one Calendar Year (January 1st to December 31st). Those candidates applying for membership after January 1st will pay an amount commensurate to the remainder of the year. Candidates and renewing members may pay for more than one year of membership at a time. Memberships are owned by the organization and are assigned to the individuals who meet the standards as provided for in this article and who pay appropriate dues.

Payment of Dues: The Board of Directors will set the amount of the annual dues and may authorize a lesser amount for those members receiving an electronic newsletter or other differentiated membership categories. Dues are payable at the beginning of each meeting season. The Board of

Directors may excuse, amortize, or reduce dues payments for members facing special hardship, for representative of sister organizations, and for other such reasons as it deems appropriate.

Visitors: Nonmembers may attend meetings either as the guest of a Member, or upon invitation extended by any Board Member or officer of TransCentralPA. Guests must adhere to the Rules of Conduct. Failure to do so may result in immediate expulsion for the meeting and possible action against their sponsor.

Non Discrimination: Membership shall not be denied on the basis of age (except as to minors), race, creed, religion, color, ethnic or national origin, physical handicap, sex, gender, gender presentation or sexual orientation or preference.

Classes of Membership: There is only one class of membership in TransCentralPA: Member. A Member shall have all the rights and privileges as set forth in these Bylaws.

Involuntary Termination of Membership: Membership may be terminated or suspended for violating the Bylaws or Rules of Conduct or for actions detrimental to the organization. Termination or suspension proceedings can be initiated by any Board member or by a written request from any member. A Member accused of misconduct will be informed and given an opportunity to address the Board of Directors. After hearing the testimony, the Board of Directors shall vote on the termination of Membership for the accused member in a closed session by secret ballot. A simple majority vote of the Board of Directors in attendance shall result in the termination of the accused person's Membership. The Membership privileges of a Board Member may only be terminated or suspended by a vote of the general Membership at a regular meeting, and requires a 2/3 Membership vote with at least one Board Member vote, or ¾ vote of the Membership in attendance. At least 2/3 of the Membership must be present. Upon such termination all information about the terminated Member shall be deleted from the organization records, and no portion of the membership fees shall be refundable.

Resignation of Membership: A Member may resign their membership at any time by putting their intent in writing to the Managing Director or, in their absence, the Secretary. Failure to renew membership by paying dues by the first Sunday in March is also considered a voluntary relinquishment of membership. Dues are non refundable. A Member who has resigned may rejoin by the procedure for new Members or by written request to the Board of Directors. Reinstatement shall then be made by a simple majority vote the Board of Directors.

Use of Pseudonyms: In all records of the Organization 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 organization, 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 organization shall rely solely on the name(s) provided by the records of the organization 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 organization or the actions taken on behalf of the organization by such persons.

Article 5: Governance by the Board of Directors

General: The Organization will be governed by a Board of Directors comprising of four Officers, elected annually, and composing of a President, Vice-President, Secretary and Treasurer. The Officers are vested with the authority to facilitate the effective operation of the Organization. The

Officers may take any action necessary or helpful for such effective operation, subject to the following limitations:

- a.) the Officers may not make a decision on any matter specifically reserved in these Bylaws for the Members of the Organization;
- b.) all the Members of the Organization may, by majority vote, overrule a decision by the Officers on a matter not specifically reserved in these Bylaws to the Members of the Organization; and,
- c.) the Officers may not take any action that violates any of these Bylaws or that involves the Organization in activities in violation of, or outside the scope of, the purpose of the Organization defined in by these Bylaws.

Parliamentary Procedure: In all meetings of the Officers 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 Bylaws and/or any special rules of order adopted by the Officers, provided that the President may suspend the rules in order to improve the order of the meeting. A unanimous vote by the remaining Officers to overrule the suspension of rules is needed.

16 Term of Office: Each officer agrees to serve from January 1st to December 31st of the following calendar year. Officers must be a member and in good standing.

Description of Officer Duties

President: The President is the chief administering officer of the Organization and will supervise and control all the business affairs of the Organization; preside at meetings of the membership and the Officers; assure coordination of all functions of the Organization; plan and develop activities, arrange speakers and set the meeting calendar for the year; open and secure the meeting place, returning it to suitable condition following the meeting; develop and coordinate all contact with the media; serve as representative to and liaison with other organizations; promote an outreach program to provide gender education to businesses, organizations, educational institutions, governmental agencies and the general public; act as the official spokesperson for the Organization to outside groups and individuals; and communicate such actions with the membership via the website, newsletter, or meeting announcements. The President can establish ad hoc committees, appoint project leaders and may delegate the authority to accomplish such responsibilities.

Vice President: The Vice President will assist the President in all duties and will assume the duties of the President in the case of absence, disability, relocation, resignation or termination of the President. The Vice President will assist the Secretary in conducting elections.

Secretary: The Secretary is responsible for maintaining a master membership list, the Bylaws, Rules of Conduct, and other policies set forth by the Officers; recording, preparing and making available the minutes of each regular meeting and meeting of the Officers; will assist the President in administration of the affairs of the Organization; will announce, oversee and conduct elections as specified in the Bylaws; will submit and keep record of all required filings with the federal, state and local government; and will assume the duties of the Vice President in the case of absence, disability, relocation, resignation or termination of the Vice President.

Treasurer: The Treasurer is responsible for collecting, maintaining, and dispersing funds; preparing, with the other Officers and committee chairs, budgets for all functions of the Organization as a whole; maintaining financial reports and presenting such reports at least twice a year to the membership as well as generating financial projections for the coming year. The Treasurer shall also work with the

Secretary to compile and submit any and all necessary and required tax forms to the appropriate agencies.

Resignation from Office: Any Officer may resign at any time, but must do so in writing. The President shall resign by writing his/her intention to the Vice President. All other Officers shall effect their resignation by communicating their intent to the President. An Officer's resignation does not terminate membership in the Organization. The resigning Officer may designate a replacement in writing to the President. The replacement Officer will serve the remaining portion of the term of office. If the resigning Officer does not designate a replacement, The President will appoint a replacement Officer for the remainder of the term of office.

Removal from Office: Any Officer may be removed from office, upon a unanimous vote of the remaining Officers, for failure or inability (due to physical or mental conditions) to perform the duties of that office as determined by the remaining Officers, or for engaging in conduct detrimental to the Organization as determined by the remaining Officers. Any member may introduce a proposal to remove an Officer and may call for vote of no confidence. Two-thirds (2/3) of eligible members must participate to constitute a quorum. Two-thirds (2/3) of the members and at least one Officer must vote to terminate or suspend an Officer; or three-fourths (3/4) of the members must vote to terminate or suspend an Officer. Removal from office does not terminate membership in the Organization and an Officer's membership cannot be terminated until first removed from Office. In the event that an Officer is removed for cause, the President will appoint a successor to fill the remainder of the term of office.

Operating Procedures

Officer Meetings: The Officers shall formally meet at least twice a year. Any Officer can request to hold additional meetings. Each office shall have one vote. In the event of a tie, a motion will be made to send the decision to the general membership for a vote. Officers are not required to be present to vote and may do so by proxy by expressing their intent to each of the remaining Officers. At least three Officers must be available and participate in a vote to constitute a quorum.

Election of Officers: The annual election of Officers for the subsequent year will be held no earlier than November 1st and no later than November 30th. The nomination period will open on October 1st and close immediately prior to the election. Any member in good standing must submit in writing their intent to run for office to the Secretary prior to the commencement of elections. Members may run for and hold more than one office. The Secretary will close the nomination period 7 days prior to commencing the elections for each position and will announce via the website and email the candidates for such offices. The Secretary will announce each office and their respective candidates prior to voting. The Secretary may either conduct an oral vote, a show of hands, or secret ballot.

Conflicts of Interest: Whenever an Officer has a financial or personal interest in any matter coming before the Organization, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers determine that it is in the best interest of the Organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Fiscal Year: The fiscal year of the Organization shall begin on the first day of January and end on the last day of December (calendar year).

Authority to Bind: The Officers 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 organization, subject to

the limitations of the Articles of Incorporation, these Bylaws and resolutions and polices adopted by the Officers. 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.

Indebtedness: No indebtedness or loan shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless specifically authorized by resolution of the Officers. 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 organization or the Society.

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

Checks and Drafts: All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by the Treasurer or other designee of the Officers and/or other such individuals to whom the Officers may delegate by resolution the authority to act in this capacity.

Article 6: Membership Meetings

Membership meetings shall be held at least nine (9) times per year. A call to meeting will be announced to the membership at least one week prior to the meeting by either e-mail, newsletter, or at the organization's internet site www.transcentralpa.org Each Member shall have one vote in Membership actions. A simple majority of votes of Members present at a membership meeting shall be sufficient to approve any action allowed by Membership vote. Members shall have the right to vote in any and all actions as provided for in these articles only after having fully paid and vested membership for at least three months, and having attended at least three meetings as recorded by the Secretary and Treasurer.

Article 7: Security of Information

The mailing, email and membership lists are strictly confidential. Only the TransCentralPA Board of Directors shall be permitted access to the lists, except in response to judicial process. Any abuse of Membership information will result in the immediate expulsion of the person responsible and possible civil action.

Article 8: Relationship with other Organizations

TransCentralPA shall endeavor to maintain and encourage good relations with other organizations within the gender community. Affiliation with other independent gender support groups is permitted upon affirmative vote of a majority of the Board of Directors.

Article 9: Amendments to These By-laws

Amendments to these By Laws are enacted by two-thirds of the Members present at any Membership meeting that constitutes a Quorum. A quorum shall be present if at least one half (1/2) of the Voting Members are present.

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.

These Bylaws were originally adopted on October 21, 2007 by the initial Board of Directors, and ratified by a Membership vote on November 3, 2007.

Amended on November 1, 2008 by a membership vote.