



TransCentralPA

Support Education Advocacy

Bylaws of TransCentralPA

Article 1: Name

The name of the Organization is "TransCentralPA."

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.

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

Establishment of Voting Membership: Any person eligible under this article may become a Member. Candidates for Membership must complete a Membership application, pay the appropriate membership dues, and agree to accept & adhere to the TransCentralPA Bylaws and Policy Manual. All memberships must be approved by the Board of Directors by a simple majority vote. A Term of Membership is one year from the date of acceptance from the Board of Directors. Memberships are owned by the organization and are assigned to the individuals who meet the requirements of this article and who pay appropriate dues.

Non-Voting Memberships: The Board of Directors by a majority vote may bestow honorary memberships with full membership privileges—except the right to vote in organizational matters—to individuals facings special hardships, who represent a sister organization, and for other such reasons as the Board deems appropriate.

Payment of Dues: The Board of Directors will set the amount of the annual dues prior to each calendar year.

Visitors: Nonmembers may attend meetings and events.

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 prefer-

ence.

Classes of Membership: There are two classes of membership in TransCentralPA: Voting Member and Non-Voting Member. Both 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, Policy Manual 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 to the Board. A Member accused of misconduct will be informed and given an opportunity to respond to the Board of Directors.

Membership of a Board Member may only be terminated after first, a vote of 'Removal from the Board of Directors' as explained in Article 5: Governance by the Board of Directors, and second, after following the 'Involuntary Termination of Membership' bylaw.

Upon such termination, all personal contact 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 any Board Member, or their representative. Failing to renew membership by paying dues annually 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 for reinstatement to the Board of Directors. Reinstatement shall then be made by a simple majority vote of the Board of Directors.

Membership Meetings: A Membership meeting shall be held at least once a year. A call to meeting will be announced to the membership at least 30 days prior to the meeting by either e-mail, newsletter, or at the organization's internet site www.transcentralpa.org

Membership Voting: In accordance with these Bylaws or by direction of the Board of Directors, the Secretary/ Treasurer, with the assistance of the Vice President, will oversee all voting to include elections. The Secretary/ Treasurer will designate the dates of a 7-day voting period in which all voting members may cast their ballot either in person, or by absentee. A 'Call to Vote' will be announced a minimum of 7 days prior to opening the voting window.

Use of Pseudonyms: In all records of the Organization including, but not limited to these Bylaws, 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, may 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

General: The Organization will be governed by a Board of Directors comprising of seven Board Members are elected annually and compose of a President, Vice-President, Secretary/Treasurer, Transwomen Program Director, Transmen Program Director, Spouse/SO Program Director, and Family Program Director. The Board of Directors will supervise and control all the business affairs of the Organization.

Each elected Board Member, known as the 'Primary', will designate a proxy representative, either in writing or electronically, to act on behalf of their respective office in the event the elected 'Primary' is unable to attend or participate

in a Board of Director's meeting. This proxy is permitted to attend and participate in all official Board of Director meetings and activities. In absence of the 'Primary', the proxy has full voting rights as all other Board Members. The proxy must be a member in good standing. The 'Primary' may change who the proxy is at any time, with written or electronic notice to the other Board Members.

The Board Members are vested with the authority to facilitate the effective operation of the Organization. The Board Members may take any action necessary or helpful for such effective operation, subject to the following limitations:

- a.) the Board Members 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 Board Members on a matter not specifically reserved in these Bylaws to the Members of the Organization; and,
- c.) the Board Members 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 official Membership and Board of Director meetings, 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 Board Members, provided that the President may suspend the rules in order to improve the order of the meeting. A majority vote by the remaining Board Members to overrule the suspension of rules is needed.

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 Board Member Duties

President: The President is the chief administering officer of the Organization and will preside at Board and Membership-only meetings; assure coordination of all functions of the Organization; assist Program Directors in planning and developing meetings and activities; develop and coordinate 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; report to the Board of Directors all matters of importance to the organization and communicate such actions with the membership via the website, newsletter, or meeting announcements.

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 votes and elections.

Secretary/Treasurer: The Secretary/Treasurer is responsible for maintaining a master membership list, the Bylaws, Policy Manual, and other policies set forth by the Board Members; recording, preparing and making available the minutes of each member meeting and meeting of the Board Members; collecting, maintaining, and dispersing funds; preparing, with the other Board Members, budgets for all functions of the Organization as a whole; maintaining financial reports and presenting such reports at least once a year to the membership as well as generating financial projections for the coming year; 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.

Program Directors: Program Directors are operationally responsible for planning, organizing and conducting support

and social meetings, activities and events for the organization. Program Directors will communicate and coordinate all efforts with other Program Directors and Board Members to maximize efforts and resources and to meet the needs of the community.

Additional Program Directors maybe added via an amendment to these Bylaws.

Board Member Procedures

Resignation from Office: A Board Member wishing to resign must do so by writing a letter to the Board of Directors. A Board Member's resignation does not terminate membership in the Organization. The resigning Board Member may designate a replacement in writing to the Board of Directors. The replacement Board Member will serve the remaining portion of the term of office. If the resigning Board Member does not designate a replacement, the last designated proxy will serve the remainder of the term of office. If no proxy was established, the election process for a new Officer will commence within 30 days of resignation.

Removal from Office: A Board Member may be removed from office, upon an unanimous vote of the other Board Members and then, ratified by a majority of the members, for failure or inability (due to physical or mental conditions) to perform the duties of that office as determined by the remaining Board Members, or for engaging in conduct detrimental to the Organization as determined by the remaining Board Members. Removal from office does not terminate membership in the Organization and a Board Member's membership cannot be terminated until first removed from Office. The nominated proxy will assume the duties of the vacated office.

Board Member Meetings: The Board Members and their designated proxies shall formally meet at least quarterly either in person or by other means. Additional meetings may be scheduled at the request of a majority of the Board Members. Each Board Member 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. Board Members are not required to be present and may empower their proxy, or designate a different alternate, to vote. At least a simple majority of Board Members, or their respective designated proxy, must be available to constitute a quorum.

Election of Board Members: The annual election of the Board Members for the subsequent year will be held in the last quarter of the calendar year. The nomination period will be open for a minimum of 14 days and close no less than 7 days prior to the open voting period. The Secretary/Treasurer will publish the candidates' names 7 days prior to the open voting period. Any Voting Member in good standing may nominate another Voting Member in good standing, including themselves, and must do so in writing to the Secretary/Treasurer during the nomination period. Members may run for more than one office. The Secretary/Treasurer will make all effort to confirm each nominees' acceptance of the nomination prior to the voting period.

Board Member Vacancy: If there are no nominees for a Board Member position, the elected Board of Directors may appoint someone to that position by a simple majority vote or choose to leave that position unfilled. The appointed member will serve the unfilled term of office.

Board Appointments: The Board can establish ad hoc committees, appoint project leaders and may delegate the authority to accomplish such responsibilities.

Conflicts of Interest: Whenever a Board Member 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 Board Members 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 Board Members 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 policies adopted by the Board Members. 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 Board Members. 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.

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 Board Members 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 either the Treasurer or President or other such individuals to whom the Board Members may delegate by resolution the authority to act in this capacity.

Article 6: Security of Information

All personal information will be considered confidential and may not be shared or distributed without the explicit permission of the member. A master membership list will be maintained by the organization and made available to the Board of Directors or their designated representative(s) and in response to Judicial Process. Board Members will acknowledge annually their responsibility to hold such personal information confidential. Any abuse of Membership information will result in the immediate expulsion of the person responsible and possible civil action.

Article 7: Relationship with other Organizations

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

Article 8: Amendments to These Bylaws

Amendments to these By Laws are enacted by two-thirds of a Membership vote. At least one half (1/2) of the active Voting Members must participate in the vote.

Severability: If any provision of these Bylaws 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.

Amended on January 14, 2017 by a membership vote.