

**THE HARRY BENJAMIN INTERNATIONAL GENDER DYSPHORIA ASSOCIATION,
INC.
A NONPROFIT ORGANIZATION**

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Harry Benjamin International Gender Dysphoria Association, Incorporated, 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 sciences as medicine, psychology, and the law may interact and communicate with each other in the context of research on, and treatment of, gender dysphoria, including transsexualism. The Association will promote meetings of interested professionals from a variety of professions and will encourage the dissemination of knowledge regarding gender dysphoria to the professions and to the public, including gender dysphoric patients.

ARTICLE III. OFFICES

Section One. Principal Office. The principal legal office of the Association in the State of Texas shall be located in the City of Galveston, County of Galveston. The street address and the mailing address of the principal office shall be The University of Texas Medical Branch, Galveston, Texas 77550. The registered agent at such address shall be Walter J. Meyer, III, M.D.

Section Two. Other Offices. The Association will have an office associated with the address of the Executive Director.

ARTICLE IV. GOVERNMENT

Section One. Voting Membership. The honorary, full 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 at large members and the Officers of the Association. All members of the Board of Directors must also be members 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, except as noted below, be elected by the membership.

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 years or until a successor has qualified. At large Directors may succeed themselves without limitation for one term for a total of eight years. However, an at large director is not prohibited from serving as an officer after eight years of Board service.

Section Three. Regular meetings. Biennial meetings of the Board of Directors shall be held with prior notice to the membership usually at the time of the meeting of the membership.

Section Four. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Meetings of the Board may be conducted by long-distance conference telephone except that the meeting at the time and place of the biennial meeting of the membership shall be held with the physical presence of the Board at that meeting site.

Section Five. 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 his/her address as shown by the records of the corporation. 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 agenda for the meeting shall be provided in the notice.

Section Six. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting.

Section Seven. 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 Eight. Compensation. Directors, 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 him/her in connection with a claim asserted against him/her by action in court or otherwise by reason of his/her being or having been such Director, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section Nine. Term of Office. The term of office (inauguration and termination) is four years for the at large Directors and two years for Officers. Terms for officers and at-large directors shall be fixed to the time of the biennial international meeting. In the event that no such meeting occurs within thirty 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. New Directors may be nominated by any member of the voting membership, which nominations must then be approved by the existing Board of Directors, and then the slate of approved nominees will be sent to the voting membership for election. Whenever possible, at least two people should be nominated for each office.

Section Ten. Removal. Any at large 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 an at-large Director or Officer requires a two-thirds majority vote of the Board of Directors.

Section Eleven. 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 Twelve. Executive Committee. The Executive Committee composed of the 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. Any substantive business will be brought for a vote of the entire Board of Directors or the entire Association, as appropriate.

ARTICLE V-B. OFFICERS

Section One. Officers. The Officers of the corporation shall be a President, President-Elect, Past President, and a Secretary-Treasurer. 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 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 Corporation.

He/she shall preside at all meetings of the members, Executive Committee, and Board of Directors. He/she may sign, with the Secretary-Treasurer or any other proper Officer of the Corporation 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 Corporation; and, in general, he/she 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. He/she will serve a term of office of two years.

Section Three. President-Elect. In the absence of the President, or in the event of his/her 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 him/her by the President or Directors. He/she will automatically assume the Presidency, for a two-year term upon completion of his/her two-year term as President-Elect.

Section Four. Secretary-Treasurer. The Secretary-Treasurer shall have general oversight responsibility of the financial matters executed by the Executive Director of the Association. She/he 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. She/he will have signature authority on all financial accounts of the Association. In addition, the Secretary/Treasurer will, in consultation with the board, order an audit of the financial records of the Association at any time. Overall, the Secretary/Treasurer will insure the fiscal responsibility of the Association.

The Secretary/Treasurer will also perform the duties of Secretary of the Association by recording and maintaining records of the meetings of the Board of Directors and Officers, as well as the minutes of the biennial general membership meetings. The Secretary should insure that notices are duly given in accordance with the provisions of these bylaws or as required by law; and, in general, performing such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. She/he will serve a term of two years.

Section Five. Past President. When the President's term expires, he/she will become the Past President for a term of two years.

ARTICLE V-C: EXECUTIVE DIRECTOR

The Executive Director serves as the operating officer of the Association and carries out the day-to-day work. The Executive Director is selected by the Board of Directors and may be paid a stipend 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 he/she is directly responsible. The Executive Director works closely with the Board of Directors and with the Committee 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. The Executive Director is responsible for overseeing the production and mailing of correspondence or newsletters to the membership as determined by the Board of Directors, as well as the distribution of the membership list at least every two years.

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. Persons applying for membership in the Association, who can demonstrate a professional interest in the Association, and who pay their dues as prescribed by the Board of Directors will be regarded as full members with full voting rights.

Section Three. Emeritus Membership. Persons who are retired may become emeritus members and be eligible for a reduced membership fee. Emeritus members have full voting rights.

Section Four. Student Members. Persons applying for membership in this Association, and proving legal status as a student, and upon nomination by a full member of the Association, and upon payment of dues as set by the Board of Directors, will be regarded as student members of the Association without full voting rights.

Section Five. Supporting Members. Other persons or groups applying for membership in the Association, who pay dues as prescribed by the Board of Directors, will be regarded as supporting members of the Association without voting rights.

Section Six. Membership Committee. The Board of Directors may appoint a membership committee which will 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, Secretary-

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, Secretary-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 within 120 days (4 months) of their due date or the member will be dropped from the directory.

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.

Section Two. Fiscal year. The fiscal year of the Association shall be the calendar year. Dues notices should be sent in December of the previous year.

Section Three. Corporate seal. The Board of Directors shall provide a corporate seal with the name of the corporation 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 Corporation, 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. 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 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 mailing ballots to the members at the address shown on Association records. A time limit for return of, and counting of, the ballots, shall be two months. A majority of ballots cast determines the outcome. Ballots will be counted by a committee of impartial individuals.

ARTICLE XIII. COMMITTEES

Section One. Appointment. Committees may be established by the Board of Directors.

Committees must include at least one Director who may serve as chair of said Committee.

Committees must include at least three persons. 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 Executive Director 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.

Section Two. Powers. Committees established by the Board of Directors may not act for, in 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 President 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 act of the Board of Directors must be reported, by the Secretary-Treasurer, 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 voting membership of the

Association. Except where a member has specifically asked for exclusion of his/her name and/or address, the mailing list will be available to any voting member of the Association. The By-laws should be published with each membership list, which will be sent to the members every 2 years.