

The BYLAWS of ETVC

- I. **NAME.** The name of the organization shall be the Educational TV Channel (hereinafter, *ETVC*).
- II. **MISSION STATEMENT.** *ETVC* is a non-profit corporation dedicated to serving the educational, social, and recreational needs of the transgendered community. *ETVC* is also dedicated to educating the general public about transgenderism and promoting a positive image of transgendered persons among the general public. The transgendered community includes all transgendered persons, their family and friends, and anyone with a sincere interest in the transgendered.
- III. **MEMBERSHIP.**
 - A. **Eligibility.** Any person eighteen (18) years or older who has a personal or professional interest in transgenderism is eligible for membership in *ETVC*.
 - B. **Membership Year.** The membership year runs from May 1 to April 30.
 - C. **Dues Requirement.** Any person meeting the requirements of Section A above may become a member by paying annual membership dues set by the Executive Committee of *ETVC*. The Executive Committee of *ETVC* shall hereinafter be referred to as the *ExCom*.
 1. **Term of Membership.** Membership and its privileges will be effective from the beginning until the end of each year for which dues are paid in full.
 2. **Continued Membership.** Renewal of membership for a full year will be required to continue membership into the next membership year
 3. **Joining During the Membership Year.** New members who join during the membership year will pay a one-time only, pro-rated portion of the annual dues for the remainder of the membership year. Membership privileges for these members will be effective for the portion of the year for which dues are paid until the end of the membership year. Dues and increments for the pro-rated portion will be determined by the *ExCom*.
 4. **Fee Waiver.** Persons who are financially unable to pay the annual dues may petition the *ExCom* for a fee waiver. The *ExCom* will review each petition on a case by case basis. Waivers will be reviewed annually and will not be automatically renewed.
 - D. **Termination of Membership.**
 1. **Voluntary Withdrawal of Membership.** A member may voluntarily withdraw from *ETVC* at any time.
 - a. **Written Request.** A member wishing to withdraw must make the request in writing to the *ETVC* Secretary.
 - b. **Refund.** The ex-member is entitled to a pro rata portion, but not greater than one-half, of her/his dues paid, less a handling fee.
 - c. **Lapse.** A member who does not renew her/his membership will automatically be terminated as a member.
 2. **Involuntary Termination of Membership.**
 - a. **Reasons for Termination.** The *ExCom* shall have sole power to revoke the membership of any member who purposefully breaches the confidentiality of another member or whose actions result in any criminal or civil liability against *ETVC* or an *ETVC* elected official. See Section IX *Executive Committee*.
 - b. **Vote by ExCom.** The *ExCom* shall revoke the membership of the above member following a majority vote for removal.
 - c. **Appearance of Member.** The member may plead her/his case before the *ExCom*.
 - d. **Refund.** The ex-member is entitled to a pro rata portion, but not greater than one-half, of her/his dues paid, less a handling fee.

- e. *Reinstatement; Petition for Membership.* After six months, the ex-member may petition the *ExCom* for re-instatement. The petitioner must receive a majority vote of the *ExCom* to be reinstated.

E. *Members in Good Standing.*

1. *Definition.* Members who have paid their dues and meet all of the requirements above are considered members in good standing.
2. *Privileges and Benefits.*
 - a. *Voting.* Members in good standing are eligible to vote in the Annual and Special Meetings. See Section IV *Annual Meeting* and Section V *Special Meetings*.
 - b. *Discounts.* Members in good standing receive the membership discount whenever applicable.
 - c. *Newsletters; Notices.* A member in good standing is eligible to receive *ETVC* newsletters and notices at no cost.

IV. *ANNUAL MEETING.*

- A. *When.* *ETVC* will hold its annual membership meeting in the month of April of each year, the time and place designated by the *ExCom*.
- B. *Business.* Issues for business at the Annual Meeting shall include, but are not limited to:
 1. Election of Officers;
 2. Treasurer's Financial Report;
 3. Bylaw changes;
 4. Any other business deemed necessary by the *ExCom*; and,
 5. Any new business introduced by the general membership.
- C. *Informing the Membership.* The date, time and place of the Annual Meeting shall be published no later than 45 days prior to the meeting. Members may be notified of the meeting either in the newsletter or by special mailing.
- D. *Voting.*
 1. *One Vote Per Member.* Members in good standing shall be entitled to one vote at all Annual and Special Meetings. Only those members whose dues are current four months before the end of the membership year shall be eligible to vote.
 2. *Voting in Person, by Mail and Other Approved Means.* Only those votes cast by members in good standing in person, by mail, or by other approved means prior to deadline established by the *ExCom* will be counted.
 3. *Mailed-in Ballots.*
 - a. *When Mailed.* Ballots will be sent to the members at least 30 days prior to an election.
 - b. *When Counted.* Mail-in ballots will not be opened and counted until the voting at the Special or Annual Meeting is closed.
 4. *Voting by Other Means.* The *ExCom* shall determine the voting procedures regarding voting by other means.
 5. *Proxies.* No proxies will be allowed.
 6. *Canceling Mail-in Vote.* A member may cancel her/his mail-in vote by voting in person at the Special or Annual Meeting. The member wishing to cancel her/his mail-in vote must inform the Election Committee of her/his intention.

7. *Quorum.* All issues submitted to a vote of the membership at any meeting shall be conducted by a majority of those voting, unless these Bylaws provide otherwise.
8. *Election Committee.*
 - a. *Appointment.* The *ExCom* shall appoint an Election Committee prior to any Special or Annual Meeting requiring voting.
 - b. *Duties.* The Election Committee shall be responsible for, but not limited to: establishing the time, place, manner of voting; the mailing of ballots; the counting of votes; and the publication of results.
 - c. *Posting and Notification to Members.* The Election Committee shall announce the details of the election in the newsletter.

V. *SPECIAL MEETINGS.*

- A. *Purpose.* Special Meetings shall only be held for discussion and voting on a single issue. Issues that may be considered include, but are not limited to:
 1. Bylaw changes;
 2. Removal of one or more officers;
 3. Election to fill an office vacancy;
 4. Extraordinary expenditures not related to normal *ETVC* organization expenditures;
 5. Any other issue deemed necessary by the *ExCom*; or
 6. An issue presented by the general membership.
- B. *Membership Informed.* Members shall be informed of the date, time and place in the same manner as *Annual Meeting* under Section IV, C above.
- C. *How Called.* A Special Meeting may be called either by:
 1. The *ExCom* by majority vote, or
 2. Petition of 30 members or 10% of the membership, whichever is greater.
 - a. The petition must be signed in writing and presented to the Secretary who must verify the eligibility of the members.
 - b. The *ExCom* must set the date of the Special Meeting within 30 days of receipt and verification of the petition.
- D. *Voting; Quorum.* Voting and quorum requirements for a Special Meeting are handled in the same manner as discussed above under *Annual Meeting*.

VI. *OFFICERS.*

- A. *Officers of ETVC.*
 1. *ETVC* shall have the following officers: President, Vice-President, Secretary, Treasurer, Social Committee Co-Chairs (two maximum), Education Committee Co-Chairs (two maximum), and Outreach Committee Co-Chairs (two maximum).
 2. The above officers shall constitute the only members of the *ExCom*. See Section IX *Executive Committee*.
- B. *Eligibility.* Any member in good standing may be an officer in *ETVC*.
- C. *Holding One Office.* Only one member may hold one office at one time.
- D. *Co-Chairs.*
 1. Co-Chairpersons may fill the Social, Education and Outreach Offices.

2. The Co-Chairs will be chosen from the highest vote recipient and the second highest recipient for that office.
3. In the event only one person runs for either the offices of Social, Education or Outreach, the Co-Chair for that particular committee shall not be filled for that term, unless deemed necessary by the *ExCom*.

E. *Terms of Office.* Officers shall serve one-year term beginning May 1 of the current year and ending April 30 the following year.

F. *Elections.*

1. *When Held.* Elections will be held at the Annual Meeting in April. See Section IV *Annual Meeting*.
2. *Number of Votes Needed.* The person receiving the most votes and at least 40% of the votes cast for that office will be declared the winner of that office.
 - a. If no one candidate receives 40% of the votes cast for President, Vice-President, Secretary, or Treasurer a runoff election will be held at a Special Meeting within 45 days.
 - b. If no one candidate receives 40% of the votes cast for the Education, Social or Outreach Chair, the two candidates receiving the highest totals may be considered for Co-Chairs by the newly elected *ExCom*.

G. *Nominations.*

1. *How Received; Deadline.* Nominations must be received in writing by the Secretary or her designee (see Duties of Officers) no later than 60 days prior to the Annual Meeting. No nominations will be accepted at the Annual Meeting.
2. *Who May Nominate.* Any member in good standing may nominate any member for any office. Members may nominate themselves.
3. *Acceptance Required.* Members must accept the nominations prior to publication of the agenda of the Annual Meeting.

H. *Write-in Votes:*

1. Write-in votes for officers shall be counted under the following conditions:
 - a. The name of the candidate is clearly legible;
 - b. The write-in candidate is a member in good standing; and,
 - c. All other conditions and deadlines above are met.
2. No nomination requirement is required for a write-in candidate.

VII. *DUTIES OF OFFICERS.*

- A. *Disclosure.* All officers have the duty to disclose any conflict of interests. Officers with a conflict on any issue shall not vote nor participate in any discussion on that issue.
- B. *Fiduciary.* All officers have a fiduciary duty to *ETVC*. Officers must account for all expenditures of *ETVC* funds. And no funds will be used for personal use. All officers must adhere to practices that comply with non-profit corporation status.
- C. *Loyalty.* All officers must be loyal to *ETVC*. The interests of *ETVC* are paramount to any interest any officer might have in any other organization.
- D. *Specific Duties.* The specific duties of officers shall be addressed in Standing Rules adopted by the *ExCom*. See Section IX.C *Standing Rules*.

VIII. VACANCIES IN OFFICES

A. Resignation.

1. *When.* An officer may resign at any time.
2. *Method.*
 - a. The President resigns by submitting a letter to the Secretary of her/his intent to resign.
 - b. All other officers effect their resignation with a letter of intent to the President.
3. *When Effective.* Vacancies occur upon receipt of the resignation letter.
4. *Membership Maintained.* An officer does not lose her/his membership in *ETVC* when she/he resigns as an officer.

B. Removal.

1. *Reasons.* An officer may be removed for, but not limited to, any of the following reasons:
 - a. Gross violation(s) of any part of the Bylaws,
 - b. Breach of confidentiality,
 - c. Breach of fiduciary trust,
 - d. Intentional misrepresentation of official *ETVC* policy, and
 - e. Any misconduct resulting in liability against *ETVC*.
2. *Method.* Removal of an officer shall be accomplished at a Special Meeting called either by the *ExCom* or by petitioned for by the general membership. See Section V *Special Meetings*.
 - a. *Number of Officers.* More than one officer may be removed at any particular Special Meeting.
 - b. *Voting for Removal.* An officer shall be removed from office if more than 50% of the votes cast at the Special Meeting are in favor of removal.
 - c. *Mail-in Ballots.* Mail-in ballots will be counted as votes cast if they meet the deadline specified by the *ExCom*.

C. Vacancies.

1. *Filled by Appointment.*
 - a. *Appointment by President.* The President, subject to approval by the *ExCom*, may appoint any member in good standing to fill any vacant office.
 - b. *Approval.* The appointed officer must be approved by a majority of the *ExCom* at the next *ExCom* meeting.
2. *Vacancy Filled by Election.* The President has the discretion to ask the *ExCom* to call a Special Meeting to fill any vacant office.

IX. EXECUTIVE COMMITTEE.

A. *Members.* The President, Vice-President, Secretary, Treasurer, Education Co-Chairs, Outreach Co-Chairs and Social Co-Chairs shall be the only members of the *ExCom*.

B. Duties.

1. The *ExCom* shall be responsible for the daily operations of *ETVC*.
2. The *ExCom* shall report its activities back to the membership.

- C. *Standing Rules.* The *ExCom* is authorized to establish Standing Rules to accomplish its responsibilities.
1. The Standing Rules shall not violate these Bylaws.
 2. The Standing Rules must be adopted by a majority of the *ExCom*.
 3. The Standing Rules may be amended by a majority of the *ExCom*.
 4. The Standing Rules shall be published and made available to any *ETVC* member upon request.
- D. *Meetings.*
1. *Frequency.* The *ExCom* shall meet at least once a month.
 2. *Members Informed.*
 - a. The Secretary or her designate is responsible for informing the members of the date, time and place of the *ExCom* meetings.
 - b. Publication of the meeting will be timely to allow attendance by general members.
 3. *Special ExCom Meetings.* The President is the only officer who may call special *ExCom* meetings.
- E. *Attendance by Others.* *ExCom* meetings are open to all *ETVC* members in good standing.
1. General members in good standing of *ETVC* may participate in the meetings at the discretion of the presiding officer.
 2. Non-members invited by the *ExCom* may participate in presentations and discussions with permission of the presiding officer.
- F. *Voting.* Only *ExCom* members are allowed to vote at *ExCom* meetings. All Officers are entitled to one vote, except for the President who shall only vote in the event of a tie.
- G. *Quorum.* More than 50% of the *ExCom* Members constitute a quorum, one of which must be the President or, in her/his excused absence, the Vice-President.
- X. **CONFIDENTIALITY.** The Membership and Mailing lists are confidential. Access is limited to official *ETVC* use; no member may make a copy of any portion of the list; members may request special mailing instructions to insure confidentiality; and the membership and mailing lists shall not be sold or transferred to any organization for any purpose whatsoever.
- XI. **BYLAWS ADOPTION AND AMENDMENTS ADOPTION.**
- A. *Acceptance by Membership.* Amendment to these Bylaws may be adopted by an affirmative vote of 60% of the members voting.
 - B. *Amendments.* Proposed amendments shall be presented to the members in writing 60 days prior to being voted upon at the Annual or Special Meeting. The *ExCom* may recommend Bylaw amendments, or the general membership may petition for Bylaw amendments. The requirements for a membership Bylaw change are the same as requesting a Special Meeting. More than one Bylaw change may be considered at a Special Meeting.
- XII. **FISCAL YEAR.** The Fiscal Year for *ETVC* runs from May 1st to April 30th. Treasurer reports, budget proposals must be submitted prior to April 30th of the current year. Extensions will be granted only upon approval of the *ExCom*.

November 24, 1999

Dear TGSF Member,

At its regular meeting on November 7, 1999 the Executive Committee of TGSF passed the following resolution, which proposes changes to the Articles of Incorporation and Bylaws of Educational TV Channel, which is our current corporate name. Also, a special meeting was called to vote on these proposed changes, to coincide with the Month-end Social Meeting on January 27, 2000 at 8:00 p.m. at the Blue Muse Restaurant, 409 Gough St., San Francisco, California.

Voting will be conducted by mail-in ballot, and members will have the opportunity to vote or change their previously cast votes at the meeting. The ballots will be mailed in December. This notice of the meeting and the proposed changes is being sent in accordance with our bylaws.

Sincerely,

Election Committee

Roxanne, Janis Ryan, Stephanie Ann

RESOLVED, that an amendment to the articles of incorporation of this to change the name of the corporation from "Educational TV Channel" to "TransGender San Francisco" shall be submitted to the members of this corporation for adoption and approval by them by their vote.

RESOLVED FURTHER, that under provisions of Article X of the bylaws of this corporation, the following the following amendments to the bylaws shall be submitted separately to the members of this corporation for adoption and approval by them by their vote:

1. That Article I be amended to read as follows:

I. **NAME.** The name of the organization shall be the TransGender San Francisco, and may be known as TGSF. The former name of this organization was Educational TV Channel, or ETVC.

and all subsequent references in the bylaws to "ETVC" be replaced with "TGSF."

2. That Article III Section B be amended to read as follows:

B. **Dues Requirement.** Any person meeting the requirements of Section A above may become a member by paying annual membership dues set by the Executive Committee of TGSF. The Executive Committee of TGSF shall hereinafter be referred to as the ExCom.

1. **Term of Membership.** A membership year begins on the date that a person initially pays the full annual membership dues for one year, and continues until the end of the twelfth calendar month following that date.

2. **Continued Membership.** A membership may be extended at any time for additional twelve-month periods by payment of the annual membership dues for a the number of such periods.

3. **Fee Waiver.** Persons who are financially unable to pay the annual dues may petition the ExCom for a fee waiver. The ExCom will review each petition on a case by case basis. Waivers will be reviewed annually and will not be automatically renewed.

3. That Article VII Section D be amended to read as follows:

D. *Specific Duties.*

1. The President shall be the chief executive officer of *TGSF*.
2. The Vice-President shall act for the President in her/his absence.
3. The Secretary shall maintain the minutes and other non-financial records of *TGSF*, and in cooperation with the Treasurer shall maintain the Membership List. The Secretary shall receive and act on all notices and petitions required to be sent to her/him by these Bylaws or the Standing Rules.

4. The Treasurer shall be the chief financial officer of *TGSF*, and shall maintain the financial records of *TGSF*. The Treasurer shall maintain a record of the dues paid by members, and shall cooperate with the Secretary in maintaining the Membership List. The Treasurer shall be responsible for the preparation of the annual financial reports, and for such other financial reports specified in the Standing Rules.

5. Other specific duties of Members of the ExCom shall be addressed in Standing Rules adopted by the ExCom. See Section IX. C. *Standing Rules.*

4. That Article IX Section B be amended to read as follows:

D. *Duties.*

1. The ExCom constitutes the Board of Directors of *TGSF* pursuant to the California Corporations Code.

2. The ExCom shall be responsible for the daily operations of *TGSF*.

3. The ExCom shall report its activities back to the membership.

RESOLVED FURTHER, that under provisions of Section C of Article V of the bylaws, a special meeting of members is called by this Executive Committee to be held on January 27, 2000 at 8:00 p.m. at the Blue Muse Restaurant, 409 Gough St., San Francisco, California, for the purpose of considering and acting on the amendments to the articles of incorporation and the bylaws.

RESOLVED FURTHER, that under provisions of Article IV, Section D, Paragraph 8 of the bylaws of this corporation an Election Committee is hereby appointed, consisting of Secretary Roxanne, Treasurer Janis Ryan, and member Stephanie Ann. This committee is authorized and directed to give written notice of this special meeting and to perform the other duties required of it as provided by law and the bylaws.

RESOLVED FURTHER, that the Executive Committee of the corporation is authorized and directed to implement the changes to the Articles of Incorporation and Bylaws which may be approved by the members, including filing of the changes with the Secretary of State and other agencies.