

**AMENDED AND RESTATED BYLAWS OF THE
NATIONAL LGBT BAR ASSOCIATION**

February 6, 2010

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**AMENDED AND RESTATED BYLAWS OF THE
NATIONAL LGBT BAR ASSOCIATION**

ARTICLE I

OFFICES

The name of this Corporation shall be the "National LGBT Bar Association" (the Corporation), an Illinois non-profit corporation previously known as the National Lesbian and Gay Law Association. The principal office of the Corporation shall be 1301 K Street, NW, Suite 1100 East Tower, Washington D.C. 20005, or at such other location as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

PURPOSES

Section 2.01. Purposes.

The purposes of the Corporation shall be to improve the quality of life for Lesbian, Gay, Bisexual and Transgender (LGBT) legal practitioners and to promote justice in and through the legal profession for the LGBT community (Community) in all its diversity, by:

- (a) serving as the leading, national voice of LGBT legal professionals;
- (b) serving as the leading, national voice on LGBT legal issues on behalf of LGBT legal professionals;
- (c) providing programs and services that promote the professional and personal growth of LGBT legal professionals;
- (d) serving as a national educator to advance public understanding about the central role played by LGBT legal professionals throughout the profession and the nation;
- (e) serving as the primary source for data reflecting LGBT diversity in law firms, law schools, the judiciary and the profession; and
- (f) sustaining an organizational environment that is inclusive and supportive, enabling all members to contribute to their fullest potential.

Section 2.02. Policy on Diversity.

The Corporation embraces diversity, including on the basis of ancestry; color or race; cultural or ethnic background; economic status; ideological, philosophical or political belief or affiliation; marital or parental status; national or geographic origin; disability; veterans status; religion, or religious denominational or devotional affiliation; sex, gender, or gender expression or identity; HIV status; and sexual orientation.

ARTICLE III

MEMBERSHIP

Section 3.01. Classes.

The Corporation shall have three classes of members. The designations of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Individual Members.

- (1) Any natural person shall be eligible to become an Individual Member of the Corporation:
 - (A) upon application to, and approval by, the Board of Directors;
 - (B) upon payment of the prescribed dues; and
 - (C) if the person is a legal professional.
- (2) For purposes of this subsection, a “legal professional” is a person who is a lawyer, law student, legal worker, person with a doctor of jurisprudence degree, or other person whose business or occupational interests are in common with those of the legal profession. A “legal professional” is also a person who is employed by lawyers, law firms, law schools, courts or other government agencies, or other agencies or institutions traditionally considered to be part of the legal profession. A “legal professional” also includes, without limitation, a non-lawyer judge, arbitrator, or other dispute-resolving individual; a lay advocate or adviser on law-related issues; a legal researcher; a law librarian; a bar or judiciary overseer, a disciplinary official, or an advisory board member; legislator; rulemaking official; member of other trades, professions, or occupations with special interests related to the legal profession; a member of other bar or law corporations; and a member of the staffs of such persons.
- (3) Each Individual Member shall:
 - (A) have the right to vote, in accordance with law and the remainder of these bylaws, on all matters submitted to a vote of those members among whom the Individual Member is included;
 - (B) be eligible to be elected to the Board of Directors;
 - (C) be eligible to be elected or appointed to a committee or other body established by the Corporation; and

- (D) be eligible to serve in any other capacity and shall have any other right designated by the Corporation in accordance with these bylaws.

(b) Affiliate Members.

- (1) Regional Affiliate Members. Any voluntary local, regional, or state LGBT association of legal professionals, whether for profit or not and whether incorporated or not.
- (2) Law Student Affiliate Members. Any voluntary LGBT association of law students at a law school in any state, Puerto Rico, the District of Columbia or any other territory of the United States of America.
- (3) Any Regional or Law Student Affiliate Member shall be eligible to become an Affiliate Member of the Corporation:
 - (A) upon application to and approval by the Board of Directors;
 - (B) upon payment of the prescribed dues; and
 - (C) if the organization's aims or business interests are in common with those of the legal profession and the Community.
- (4) Affiliate Member shall:
 - (A) have no voting rights; and
 - (B) have any other right designated by the Corporation in accordance with these bylaws.

(c) Sponsoring Members

- (1) Any Non-Affiliate organization or natural person, whether for profit or not and whether incorporated or not, shall be eligible to become a Sponsoring Member of the Corporation:
 - (A) upon application to and approval by the Board of Directors;
 - (B) upon payment of the prescribed dues; and
 - (C) if the organization's or natural person's aims or business interests are in common with those of the legal profession and the Community.
- (2) Each Sponsoring Member shall:
 - (A) have no voting rights; and

- (B) have any other right designated by the Corporation in accordance with these bylaws.

Section 3.02. Admission to Membership.

All applicants for membership shall file a written application with the Corporation.

Section 3.03. Member Termination.

The status and rights of all members shall be subject to the right of the Board of Directors to terminate a member's membership or any of the member's rights as a member. Approval by the Board of Directors of an application for membership shall not of itself create any contract rights on the part of the member to hold membership.

Section 3.04. Termination Procedure.

The Board of Directors, by affirmative vote of two-thirds of those members of the Board of Directors voting at a duly constituted meeting, may suspend or expel a member. The membership of any member who becomes ineligible to be a member or fails to pay dues shall be automatically terminated as provided in 12.03 of these bylaws.

Section 3.05. Resignation.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid nor shall such resigning member be entitled to any refund for dues, assessments, or other charges paid.

Section 3.06. Reinstatement.

Upon written request signed by a former member and filed with the Secretary, whether such member resigned or was terminated, the Board of Directors may, by the affirmative vote of two-thirds of those members of the Board of Directors voting, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.07. Transfer of Membership.

Membership in the Corporation is not transferable or assignable, except that the membership of an Affiliate or Sponsoring Member may be transferred or assigned upon prior approval by the Board of Directors.

Section 3.08. No Geographical Limitation.

Members need not be nationals or domiciliaries of the United States.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.01. Annual Meeting.

An annual meeting of the members shall be held at such time as may be provided in a resolution of the Board of Directors, for the transaction of such business as may come before the meeting and not interfere with the responsibility of the Board of Directors to manage or direct the management of the affairs of the Corporation.

Section 4.02. Special Meetings.

Special meetings of members may be called by the President, the Board of Directors, or such number of members as is equal to one-tenth of the membership. Such meetings may be called for any purpose or purposes that accord with the law and these bylaws, but only business that does not interfere with the responsibility of the Board of Directors to manage or direct the management of the affairs of the Corporation may be transacted at such meetings.

Section 4.03. Quorum.

A quorum at all meetings of members of the Corporation shall consist of ten (10) individual members in good standing.

Section 4.04. Votes of Members.

The affirmative vote of a majority of the individual members present and voting shall be the act of the members, unless the vote of a greater number is required by the Illinois General Not For Profit Corporation Act of 1986 ("Act") or the Articles of Incorporation.

Section 4.05. Proxies.

No proxy votes shall be permitted at meetings of members.

Section 4.06. Notice.

No meeting of members shall be conducted except upon at least twenty (20) days written notice to the members in good standing. Such notice shall be mailed to each member in good standing at the member's electronic mail or postal address as it appears in the records of the Corporation and shall contain a statement of the time, place, and purpose or purposes of the meeting, as well as a list of the matters to be brought before the membership at the meeting, as far as they are known to the responsible officer when the list is mailed.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. General Qualifications.

No person shall be elected a Director who is not an Individual Member of the Corporation. If a Director is a member of any bar association or court of general jurisdiction, then that member must be in good standing with such bar association or court of general jurisdiction. Notwithstanding the provisions of Article 12, the names of the Board of Directors are not confidential.

Section 5.02. Composition of the Board of Directors.

Subject to the requirements hereinafter provided, the Board of Directors shall be composed of the following Directors:

- (a) President, selected as provided in Article VI;
- (b) President Elect, selected as provided in Article VI;
- (c) Past President, selected as provided in Article VI;
- (d) Secretary, selected as provided in Article VI;
- (e) Treasurer, selected as provided in Article VI;
- (f) delegate to the American Bar Association's House of Delegates, selected as provided in Article VIII; and
- (g) fifteen (15) At-Large Directors, selected as provided in Article VIII.

Section 5.03. Composition of At-Large Directors.

Among the 15 At-Large Directors, the following seats shall be reserved:

- (a) two (2) seats for Regional Affiliate Congress Co-Chairs, selected as provided in Article XX; and
- (b) two (2) seats for Student Congress Co-Chairs, selected as provided in Article XIX.

Section 5.04. Ex-officio Directors.

Members of the Corporation's American Bar Association Delegates Committee, appointed as provided in Article VIII, and who are not Officers or Directors, shall be Ex-officio Directors. Ex-officio Directors shall not have voting rights.

Section 5.05. Tenure.

- (a) The terms of all At-Large Directors shall be for two years or until their successors are elected and qualified. Terms shall be staggered so that one-half of At-Large Directors shall be elected each year, and each director will be limited to three consecutive terms. Notwithstanding the foregoing, the tenure of any Director shall expire forthwith if the Director resigns, or is removed in accordance with Section 5.12.
- (b) The terms of all officers as set forth in Section 6.01 shall be as provided in Article VI.

Section 5.06. Duties and Powers of Directors.

- (a) The Board of Directors shall have such duties and powers as are prescribed by law or by these bylaws, including those reasonably necessary to manage or direct the management of the affairs of the Corporation. The Board of Directors shall have final authority to determine whether a matter proposed for decision at a meeting of members would interfere with the responsibility of the Board of Directors to manage or direct the management of the affairs of the Corporation.
- (b) The job of each Director is to govern the Corporation on behalf of the membership. The Director ensures that the Corporation's programs apply to and help achieve the mission of the Corporation. The Director also oversees the budget to fund those programs. Most importantly, the Director is responsible for ensuring that the funds are available to meet the Corporation's programmatic needs each year. A key principle of nonprofit management is that Directors first make their own donations to an organization and then make similar requests from others. Therefore, a key component of the Corporation's success is the selection of Directors who are willing and able to raise money and/or other non-monetary donations of value for the organization. Individual Directors should support a culture of fundraising on the Board of Directors and actively recruit new Directors willing to help ensure the Corporation's continued success.
- (c) To achieve optimal success of the Corporation, the Board of Directors, as a whole and as individuals, must strive to organize their time to achieve specific administrative tasks within the organization's committee structure. Active participation on at least one of the organization's primary committees is mandatory, as per Section 8.01(e) below.

Section 5.07. Quorum.

A quorum at all meetings of the Board of Directors shall consist of one-third of all Directors set forth in Section 5.02 then in office.

Section 5.08. Notice.

For all meetings of the Board of Directors, at least thirty (30) days notice shall be given, except in an emergency, in which case as much notice as practicable shall be given. Meetings of the Board of Directors may be called by resolution of the Board of Directors, by the President, or by any ten (10) members of the Board of Directors.

Section 5.09. Open Meetings.

Unless a meeting or portion of a meeting is closed to persons other than Directors by a majority vote of those Directors voting for good cause as recorded in the minutes, all meetings of the Board of Directors shall be open to attendance by any member of the Corporation. At any closed meeting, the Board of Directors may allow attendance of such persons who are not Directors as the Board may see fit.

Section 5.10. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors in accordance with law, but the Board of Directors may authorize the vacancy to be filled through election by members or in another manner. A Director so appointed shall serve the remainder of the vacated term.

Section 5.11. Indemnification.

- (a) Subject to the remaining provisions of this section, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if:
 - (1) Such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful; and
 - (2) Such person, if the action, suit, or proceeding is threatened to be, is, or was, brought by or in the right of the Corporation, shall not have been adjudged liable for negligence or misconduct in the performance of her or his duty to the Corporation, unless, and only to the extent that, the tribunal in which such action or suit was brought shall determine upon application that, despite the

adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the tribunal shall deem proper.

- (b) Any indemnification made pursuant to the foregoing provisions of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the foregoing provisions. Such determination may be made only (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Members of the Corporation shall not be entitled to vote on such determination or indemnification. Once made, such determination by either the Board of Directors or independent legal counsel shall constitute authorization for the indemnification.
- (c) Notwithstanding the foregoing provisions of this section, to the extent that a Director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in the foregoing provisions, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- (d) Expenses incurred in defending a civil or criminal action, suit, or proceeding referred to in any of the foregoing provisions may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.
- (e) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a Director, officer, employee, or agent is liable for negligence or misconduct in the performance of her or his duty the Corporation or that the acts complained of on her or his part were not taken in good faith and in a manner that he or she considered to be in, or not opposed to, the best interests of the Corporation or that they were taken with reasonable cause to believe that her or his conduct was unlawful.
- (f) The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by such person in

any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section or of law.

- (g) Terms in this section have the same meaning as in section 108.75 of the Illinois General Not For Profit Corporation Act of 1986, as amended.

Section 5.12. Board Action Outside of a Meeting.

- (a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors, except for an amendment to these Bylaws, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.
- (b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors.
- (c) All approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.
- (d) Any such consent signed by all the Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under this Act.
- (e) Any such consent not signed by all the Directors shall have no effect.

Section 5.13. Meeting by Conference Call

As allowed by Illinois law, all Directors may participate in regular or special meetings of the Board of Directors by, or conduct meetings through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including conference telephone or similar communication equipment. A Director participating in a meeting by means of conference telephone or similar communication equipment is deemed to be present in person at the meeting.

Section 5.14. Removal.

By the affirmative vote of two-thirds of the Directors voting at a duly constituted meeting, the Board of Directors may remove any Director from office as a Director. If the Director is also an officer of the Corporation, such removal shall constitute removal from office as such officer, and tenure as such officer shall expire forthwith. The Board of Directors shall have discretion to replace any Director or Officer who has been removed, has resigned, or can no longer serve in a Director's capacity. Any Director who misses two (2) consecutive, regular meetings shall be removed automatically from the Board of Directors.

ARTICLE VI

OFFICERS

Section 6.01. Titles.

The Officers of the Corporation shall be the President, President Elect, Past President, Secretary, and Treasurer.

Section 6.02. Selection of Officers.

- (a) The President Elect shall be elected by the Board of Directors annually for a three-year term, the first year of which he or she shall serve as President Elect, the second year of which he or she shall serve as President, and the third year of which he or she shall serve as Past President. If a President Elect is unable to fulfill her or his obligations, her or his predecessor or successor shall take over those obligations. No person shall be eligible for President Elect unless such person currently serves or has served as a member of the Executive Committee as defined in Section 6.02(c) below.
- (b) The Secretary and Treasurer shall be appointed annually by the Board of Directors for a one-year term. Such appointments may but need not be from among the Directors. The Board of Directors may appoint an Assistant Secretary and/or an Assistant Treasurer.
- (c) The Officers of the Corporation and the Corporation's Delegate to the American Bar Association's House of Delegates shall constitute the Executive Committee.

Section 6.03. Tenure.

Unless sooner removed in accordance with Section 5.10, all officers shall serve in such capacities until their respective successors are elected. No person shall hold more than one office simultaneously.

Section 6.04. Vacancies.

Any vacancy occurring among the officers may be filled by the Board of Directors in accordance with law or provisionally by the Executive Committee until the Board of Directors can duly fill the vacancy in accordance with law, but the Board of Directors may authorize the vacancy to be filled through election by members or in another manner. An officer so appointed shall serve the remainder of the vacated term.

Section 6.05. Duties of Officers.

Officers shall have such duties and powers as are prescribed by law or by resolution of the Board of Directors.

Section 6.06. Duties of Executive Committee.

The Executive Committee shall have such authority as is delegated from time to time by the Board of Directors. For so long as such authority is granted under the bylaws of the National Lesbian and Gay Law Foundation (NLGLF), the Executive Committee shall select the Directors of NLGLF in accordance with said bylaws.

Section 6.07. Duties of the President/President Elect/Past President.

- (a) The President shall, subject to the control of the Corporation's Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers, Directors, and committees. He or she shall perform all duties incident to the office and such other duties as may be required by law, by the Corporation's articles of incorporation, the Corporation's bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person or persons is/are specifically appointed as President of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by the bylaws, he or she may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors and may delegate such authority to the Executive Director or staff of the Corporation.
- (b) The President shall conduct regular meetings of the Executive Committee.
- (c) The President, President Elect, and Past President shall be primarily responsible for the following, and shall divide these responsibilities accordingly:
 - (1) together with the executive director, providing oversight and coordination for the committees;
 - (2) working with Affiliate Members to strengthen relationships between Affiliate Members and the Corporation; and
 - (3) providing regular direction to staff, with the President serving as the primary contact person for the Executive Director.

Section 6.08. Duties of Treasurer. The Treasurer shall:

- (a) supervise the financial affairs of the Corporation;
- (b) cause a complete record to be kept of all receipts and disbursements and shall make regular reports to the Board of Directors and an annual report to the Corporation;
- (c) have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such

banks, trust companies, or other depositories as shall be selected by the Board of Directors;

- (d) disburse, or cause to be disbursed, the funds of the organization as may be directed by the executive director and Board of Directors, taking proper vouchers for such disbursements;
- (e) chair the Finance Committee; and
- (f) in general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the organization, or by the bylaws, or those which may be assigned to him or her from time to time by the Board of Directors.

Section 6.09. Duties of Secretary. The Secretary shall:

- (a) record the minutes of the meetings of the Board of Directors and Executive Committee;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the Corporation's records;
- (d) keep a register of the post office address, email address, and telephone number of each Director, Officer, and employee of the Corporation;
- (e) chair the Governance Committee; and
- (f) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 7.01. Election or Appointment.

The Board of Directors shall elect or appoint an Executive Director who shall serve under the instruction of the Board of Directors. The Executive Director may be removed by the Board of Directors with or without cause and with or without notice by a majority of the Board of Directors called at a special meeting for that purpose. This Article VII is subject to any employment contract between the Corporation and Executive Director which is properly approved by the Board of Directors and executed by the President of the Board of Directors.

Section 7.02. Salary.

The salary of the Executive Director shall be fixed by the Board of Directors. Not less than annually and not more than semi-annually, the Board of Directors will review the performance of the Executive Director.

Section 7.03. Duties of Executive Director.

The Executive Director shall be subject to the control and direction of the Board of Directors and these Bylaws, and shall in general supervise and control the day-to-day operations of the Corporation in a manner consistent with the policies established from time to time by the Board of Directors. It is the Executive Director's responsibility to implement policies formulated from time to time by the Board of Directors. The Executive Director shall not be a member of the Board of Directors but shall attend the meetings of the Board of Directors and the Executive Committee. The Executive Director shall not be entitled to vote at Board of Directors meetings or Executive Committee meetings. The Executive Director may sign, either alone if authorized, or with the President or Treasurer or any other officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors has authorized by the Board of Directors to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or with these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Executive Director shall appoint or hire other members of the staff in positions authorized by the Board of Directors, shall assign their duties, direct and supervise their work, and as appropriate, may terminate their employment with the Corporation, subject to approval of the Board of Directors.

In general, the Executive Director shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VIII

COMMITTEES

Section 8.01. Formation and Duties of Committees.

- (a) The Board of Directors shall establish and maintain such committees as are necessary and appropriate to promote and develop the mission and goals of the Corporation.
- (b) Primary committees shall include: Communications/Marketing, ABA Delegates, Development/Fundraising, Finance, Governance, Membership and , Nominating, Programs, and Public Policy. The Board of Directors shall review the committee structure periodically to ensure that it continues to address effectively the needs of the Corporation.
- (c) Each committee shall be chaired by a member of the Board of Directors. Each committee chair shall submit periodic reports to the Board of Directors at such times and in such manner as the Board of Directors shall determine.
- (d) Committees must seek approval from the Board of Directors, in such manner as the Board of Directors shall determine, for any activity proposed to be conducted in the name of the Corporation and for any anticipated expenditure of Corporation funds.
- (e) As required by Illinois law, each committee shall have a majority of Directors as members. If a committee does not have a majority of Directors as members, the committee shall be advisory only in nature.
- (f) All committees must abide by all rules, duties, and policies as set forth in the most recent edition of the Corporation's Policies and Procedures Handbook, if such Handbook has been approved by the Board of Directors.
- (g) Officers and the Executive Director shall provide significant oversight to each committee.
- (h) Members of the Board of Directors are required to actively serve on at least one committee.

Section 8.02. Governance Committee's Nominating Sub-Committee.

- (a) A Nominating Committee shall be formed annually as a Sub-Committee of the Governance Committee. It shall be composed of at least five (5) members, a majority of whom shall be members of the Corporation's Board of Directors. All Nominating Committee members must be members of the Corporation.

- (b) The Nominating Committee shall have the task of making recommendations annually, including up to eleven (11) At-Large Directors, but not including those seats reserved pursuant to Section 5.03.
- (c) The Nominating Committee shall also have those duties that may be assigned from time to time by the Board of Directors or President. Such duties may include nominating Officers, recipients of the Allies for Justice Award, and/or recipients of the Dan Bradley Award.

Section 8.03. American Bar Association ("ABA") Delegates Committee.

- (a) American Bar Association Delegates. The Corporation shall have at least eight (8) Delegates to the ABA:
 - (1) the Corporation's Delegate to the ABA's House of Delegates who shall be elected by the Board of Directors pursuant to paragraph (b)(1) of this section;
 - (2) the Corporation's Representative to the Council of the ABA's Young Lawyer's Division ("YLD") who shall be elected by the Board of Directors pursuant to paragraph (b)(2) of this section;
 - (3) the Corporation's Student Congress Delegate to the ABA's Law School Division, who shall be elected by the Student Congress pursuant to Article XIX below;
 - (4) the Corporation's Delegate to the ABA Commission on Women in the Profession, who shall be elected by the Board of Directors pursuant to paragraph (b)(4) of this section;
 - (5) the Corporation's Delegate to the ABA AIDS Coordination Committee, who shall be elected by the Board of Directors pursuant to paragraph (b)(5) of this section;
 - (6) two (2) Delegates of the Corporation to the Assembly of the ABA's YLD who shall be elected by the Board of Directors pursuant to paragraph (b)(6) of this section;
 - (7) the Corporation's Delegate to the Section of Family Law, who shall be elected by the Board of Directors pursuant to paragraph (b)(7) of this section; and

- (8) delegate(s) to an ABA Section, Committee, Commission, Division, Forum or Task Force whose delegate status is deemed by the Board of Directors to further the mission of the Corporation and who shall be elected by the Board of Directors pursuant to paragraph (b)(7) of this section.

(b) Election of ABA Delegates.

- (1) The Board of Directors shall elect a Delegate to the ABA House of Delegates to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year, or as otherwise provided in the ABA Constitution. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Delegate must be a member in good standing of (i) the Corporation and (ii) the ABA, but need not be elected from among the Directors. The Delegate shall be responsible for attending all meetings of the ABA House of Delegates (the "House"), consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the House, and reporting to the Board of Directors on the disposition of such matters. If the Board of Directors determines to instruct the Delegate regarding any matter to be considered by the House, the Delegate shall vote as instructed by the Board of Directors. The Delegate shall also be subject to all rules, duties, and policies as set forth in the most recent edition of the Corporation's Policies and Procedures Handbook.
- (2) The Board of Directors shall elect a Representative to the Council of the ABA's YLD to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. For purposes of this section, a "young lawyer" eligible to serve as the Corporation's Representative to the Council of the YLD shall be an individual who has been a member of a bar for ten (10) years or less. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Representative must be a member in good standing of (i) the Corporation and (ii) the ABA, but need not be elected from among the Directors. The Representative shall be responsible for attending all meetings of the YLD, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the YLD, administering the attendance at YLD Assembly meetings of the Corporation's two (2) Delegates to the YLD Assembly, pursuant to paragraph (b)(6) of this section and the procedures and requirements set forth in the Bylaws of the YLD, and reporting to the Board of Directors on the disposition of such matters, as well

as any other relevant matters. If the Board of Directors determines to instruct the Representative regarding any matter to be considered by the YLD, the Representative shall vote as instructed by the Board of Directors.

- (3) The Student Congress Representative to the ABA/LSD shall serve pursuant to the process and responsibilities outlined in Article XIX below.
- (4) The Board of Directors shall elect a Delegate to the ABA's Commission on Women in the Profession to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Delegate must be a member in good standing of (i) the Corporation; and (ii) the ABA, but need not be elected from among the Directors. The Delegate shall be responsible for attending all meetings of the ABA's Commission on Women in the Profession, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the Commission on Women in the Profession, and reporting to the Board of Directors on the disposition of such matters, as well as any other relevant matters. If the Board of Directors determines to instruct the Delegate regarding any matter to be considered by the Commission on Women in the Profession, the Delegate shall vote as instructed by the Board of Directors.
- (5) The Board of Directors shall elect a Delegate to the ABA's AIDS Coordination Committee to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Delegate must be a member in good standing of (i) the Corporation; and (ii) the ABA, but need not be elected from among the Directors. The Delegate shall be responsible for attending all meetings of the ABA AIDS Coordination Committee, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the AIDS Coordination Committee, and reporting to the Board of Directors on the disposition of such matters, as well as any other relevant matters. If the Board of Directors determines to instruct the Delegate regarding any matter to be considered by the AIDS Coordination Committee, the Delegate shall vote as instructed by the Board of Directors.

- (6) The Board of Directors shall elect two (2) Delegates to the Assembly of the ABA's YLD to a two (2) year terms beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. For purposes of this Section, a "young lawyer" eligible to serve as one of the Corporation's Delegates to the YLD Assembly shall be an individual who has been a member of a bar for ten (10) years or less. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. Each Delegate must be a member in good standing of (i) the Corporation and (ii) the ABA, but need not be elected from among the Directors. The two Delegates shall be responsible for attending all meetings of the YLD Assembly, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the YLD Assembly, and reporting to the Board of Directors on the disposition of such matters, as well as any other relevant matters. If the Board of Directors determines to instruct the two (2) Delegates regarding any matter to be considered by the YLD Assembly, each of the Delegates shall vote as instructed by the Board of Directors.
- (7) The Board of Directors shall elect a Delegate to the Section of Family Law to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Delegate must be a member in good standing of (i) the Corporation; and (ii) the ABA, but need not be elected from among the Directors. The Delegate shall be responsible for attending all meetings of the ABA Section of Family Law, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before the Section, and reporting to the Board of Directors on the disposition of such matters, as well as any other relevant matters. If the Board of Directors determines to instruct the Delegate regarding any matter to be considered by the Section, the Delegate shall vote as instructed by the Board of Directors.
- (8) The Board of Directors shall elect all other ABA Delegates to a two (2) year term beginning and ending with the adjournment of the ABA Annual Meeting in an odd-numbered year. If a vacancy occurs, the Board of Directors shall elect and certify a successor to serve the remainder of the unexpired term. The Delegate(s) must be a member in good standing of (i) the Corporation; and (ii) the ABA, but need not be elected from among the Directors. The Delegate(s) shall be responsible for attending all meetings of their designated ABA Section, Committee, Commission, Division,

Forum or Task Force, consulting with the Board of Directors in advance regarding matters of interest to the Corporation which are scheduled to come before their ABA Section, Committee, Commission, Division, Forum or Task Force, and reporting to the Board of Directors on the disposition of such matters, as well as any other relevant matters. If the Board of Directors determines to instruct the Delegate regarding any matter to be considered by their ABA Section, Committee, Commission, Division, Forum or Task Force the Delegate shall vote as instructed by the Board of Directors.

(c) Duties of ABA Delegates.

- (1) All positions on the Corporation's ABA Delegates committee shall be Ex-Officio, non-voting, Directors on the Corporation's Board unless the individual is otherwise serving as an Officer or Director. As Ex-Officio Directors of the Corporation, these members of the Corporation's ABA Delegates Committee are subject to the same fundraising, fiduciary and board meeting attendance requirements as are Officers and Directors, as is set forth in these Bylaws and in common law. The two (2) Delegates to the ABA YLD Assembly are invited and encouraged, but not required, to attend all meetings of the Board of Directors. All members of the Corporation's ABA Delegates Committees must submit a detailed written report to the Board of Directors and all other members of the Corporation's ABA Delegates Committee summarizing the meeting(s) that the Delegate(s) attended. The Representative to the YLD Council and the two Delegates to the YLD Assembly may submit a single report. Reports shall be submitted via e-mail or in print to all recipients prior to all scheduled meetings of the Board of Directors.
- (2) Members of the Corporation's ABA Delegates Committee may serve in more than one position, including Officer, Director, or Ex-Officio Director, at one time on the Board of Directors.

- (d) ABA Delegates Committee. The Corporation's Delegate to the ABA's House of Delegates will chair the ABA Delegates Committee made up of the Delegate to the ABA's House of Delegates and the other seven (7) ABA Delegates. Additional committee members may be appointed by the President. The Committee will meet on a regular basis to further the interests of the Corporation within the ABA.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND BONDS

Section 9.01. Contracts.

The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by law to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.02. Checks, Drafts, Etc.

All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, the Executive Director, or such agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President.

Section 9.03. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.04. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

Section 10.01. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees, having any of the authority of the Board of Directors and shall keep at the office of the Secretary a record giving the names and addresses of individual members entitled to vote. All books and records of the Corporation may be inspected by any individual member or Director, or his/her agent or attorney, for any proper purpose at any reasonable time. The Corporation may impose and collect a reasonable charge for copies and any reasonable cost incurred by the Corporation in providing access to the Corporation's books and records.

Section 10.02. Review of Financial Records.

The Corporation shall ensure that review of its financial records comply with Generally Acceptable Accounting Principles (GAAP) for Non-Profit Organizations.

ARTICLE XI

FISCAL YEAR

Section 11.01. Fiscal Year.

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, or on such other dates as the Board of Directors shall determine.

ARTICLE XII

DUES

Section 12.01. Amount.

The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation members of each class. Annual dues shall be scaled according to a member's financial status.

Section 12.02. Payment.

Dues shall be payable in advance on or before the anniversary of membership.

Section 12.03. Default.

When any member of any class shall be in default in the payment of dues for a period of three (3) months from the date on which such dues became payable, or if, at any time, the member becomes ineligible for membership, the member's membership shall thereupon terminate.

ARTICLE XIII

SEAL

Section 13.01. Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed on it the words "Corporate Seal" and "National LGBT Bar Association," the year 1990, and the state of the Corporation's incorporation, Illinois.

ARTICLE XIV

WAIVER OF NOTICE

Section 14.01. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Bylaws, 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 XV

CONFIDENTIALITY

Section 15.01. Lists and Correspondence.

The mailing and membership lists of the Corporation shall be kept confidential by the Board of Directors. The mailing list shall not be shared or sold or lent to any other organization without the consent of the Board of Directors.

Section 15.02. Disclosure.

The Board of Directors shall be authorized to effect disclosure of any member's identity if the member has previously executed in writing, and has not revoked in writing, a consent for such disclosure and if the written consent is in the possession of the Board of Directors.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

Section 16.01. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law, these bylaws, or any special rules of order that the Corporation may adopt.

ARTICLE XVII

AMENDMENTS

Section 17.01. Corporate Status.

The power to amend the articles of incorporation, to adopt a plan of merger or consolidation, to authorize dissolution, or to adopt a plan of distribution of assets shall be vested in the Board of Directors. However, the Board of Directors may submit any such question to a binding or advisory vote of the members at a meeting of the members.

Section 17.02. Bylaws.

The power to alter, amend, or repeal these bylaws or to adopt new bylaws shall be vested in the Board of Directors. However, any member of the Board of Directors may submit any proposed or adopted amendment to a binding or advisory vote of the Directors at a meeting of the Directors. Proposed amendments to the bylaws must be sent with a statement of purpose for the proposed amendment via email to all Directors and the Corporation's legal counsel at least 30 days before consideration by the Board of Directors. Any amendment(s) to the bylaws must be approved by the vote of two-thirds of the directors present at a meeting at which such amendment(s) are being considered and a quorum is present.

ARTICLE XVIII

USE OF FUNDS

Section 18.01. Distribution of Assets.

Upon dissolution of the Corporation, any corporate assets shall be disposed of as the Board of Directors shall determine in accordance with the provisions of the Internal Revenue Code, or any future federal tax code, applicable to the Corporation's tax-exemption status.

Section 18.02. No Inurement or Profit.

No part of the Corporation's net earnings will inure to the benefit of any member. The Corporation is not organized for profit or organized to engage in any activities ordinarily carried on for profit.

ARTICLE XIX

LAW STUDENT DIVISION

Section 19.01. Definitions

- (a) “Enrolled Law Student”: Includes enrollment in a joint-degree program, one of the programs culminating in the receipt of a JD (or equivalent) degree.
- (b) “Conference”: The Annual Career Fair and Conference hosted by the Corporation in the Fall Semester.

Section 19.02. The Law Student Division

- (a) The Law Student Division (“the Division”) of the Corporation consists of all enrolled law students who hold membership with the Corporation and obtain membership in the Law Student Division pursuant to Section 19.02(c).
- (b) The Division is an approved organization operating within the Corporation’s structure. Any action of the Division must be approved by the Corporation’s Board of Directors prior to its execution. No unauthorized action by the Division or through its Co-Chairs, Congress, Steering Committee or individual members shall be binding on the Corporation.

- (c) Membership

- (1) Eligibility

- All enrolled law students eligible for individual membership with the Division, as defined in Section 19.02(a).

- (2) Affiliate Members

- Law Student Groups at any law school may also be affiliate members of the Division as defined in Section 3.01(b). However, enrolled law students belonging to affiliate groups do not become members of the Division unless they obtain individual membership with the Corporation.

- (3) Maintenance of Membership Lists

- The Executive Director of the Corporation or his/her designee is responsible for maintaining a roll of group and individual members of the Division. A list of group members will be submitted to the Steering Committee, as described in Section 19.06, at its October Meeting every year.

- (4) Dues

Dues for members shall be determined according to Section 12.01.

(5) Obtaining Membership

To obtain membership in the Division, eligible law students should complete the membership materials promulgated by the staff of the Corporation.

(6) Benefits

All members may attend all meetings of the Law Student Congress, but may not vote unless authorized under Section 19.03. Members also will be able to participate in the programs and initiatives of the Congress.

(7) Diversity

The Division embraces the Corporation's policy on diversity as stated in Section 2.02.

Section 19.03. The Law Student Congress

(a) Composition and description of the Law Student Congress

The Law Student Congress shall consist of:

- (1) Two Co-Chairs as described in Section 19.04.
- (2) Regional Chairs of the Congress as described in Section 19.05.
- (3) Members of the Corporation's Board of Directors who sit on the Steering Committee of the Division, as described in Section 19.06.
- (4) Any other individuals chosen by the Law Student Congress to help with Student Division projects under Section 19.07.

(b) Mission and Goals

The mission of the Student Congress is to empower LGBT law students by representing the interests and concerns of the Division at the national level. Such interests and concerns include, but are not limited to, recruitment, retention, and academic achievement of LGBT law students; and equal employment opportunities for LGBT students.

The goals of the Student Congress are:

- (1) to serve as a national coordinating body for law student organizations that represent the interests and concerns of LGBT law students;

- (2) to encourage the creation of local and regional organizations that represent the interests and concerns of LGBT law students;
- (3) to represent the interests and concerns of LGBT law students to the Corporation's Board of Directors;
- (4) to represent the interests and concerns of LGBT law students to the Law Student Division of the American Bar Association ("ABA/LSD");
- (5) to provide access to the national network of support resources available to LGBT law students through the Corporation; and
- (6) to promote equality and justice in law schools, the legal profession, and society at large.

(c) Meetings

- (1) The Law Student Congress will meet annually at the Conference. Additionally, they shall convene by telephone conference in the spring of the year following the Conference. Finally, ad hoc meetings may be called according to the provisions of Section 19.06(e).
- (2) Members of the Congress unable to attend any meetings of the Congress must timely notify both Co-Chairs in writing.
- (3) To be valid and binding, any vote by the Congress pursuant to Section 19 must: at a duly constituted meeting of the Congress, satisfy quorum requirements, whether the vote is taken telephonically or in person (quorum requirements are satisfied when a two-thirds majority of the Congress votes on any matter); or, for votes taking by a writing, all votes must be unanimous.

(d) Address

The principal office of the Student Congress shall be the same as that of the Corporation.

Section 19.04. Co-Chairs

(a) Term

Each Co-Chair will be elected for a period of two academic years as described in Section 19.04(d), starting from the date of the announcement of his/her election at the Conference until August 31 or two years subsequent to the Conference where he/she was elected.

(b) First and Second Year Chairs

At any given point in time, one Co-Chair must be in his/her first year of Co-Chairpersonship (First Year Co-Chair), and the other, in his/her second and final year (Second Year Co-Chair). The First Year Co-Chair becomes the Second Year Co-Chair as of September 1 of the academic year following the academic year of his/her election. The Co-Chairs are subject to the requirements described in these Bylaws, including the qualifications and composition contained in Sections 5.01 and 5.03(b).

(c) Responsibilities of the Co-Chairs

(1) Responsibilities of Second Year Co-Chair

(A) ABA Student Division Delegate

Consistent with Section 8.03(a)(3), the Second Year Co-Chair will be the Division's representative at the ABA Student Division Meetings. The Second Year Co-Chair will provide a written report of all ABA Student Division Meetings to the Steering Committee of the Division. In addition, the Second Year Co-Chair will keep the summary of the functioning of the ABA Student Division currently on file with the Steering Committee up to date.

To that end, the Second-Year Co-Chair shall:

- (1) represent the interests and concerns of the Division to the ABA/LSD;
- (2) attend the ABA/LSD meetings to preserve the active status of the Corporation's Seat on the ABA/LSD's Board of Governors;
- (3) keep the Corporation and the Division informed of the activities of the ABA/LSD;
- (4) consult with the Steering Committee, and where pertinent with the Corporation's Executive Committee, in advance of ABA/LSD meetings regarding matters of interest that are scheduled to come before the ABA/LSD;
- (5) report to the Division, the Steering Committee, and the Board of Directors on the disposition of matters of interest, as well as any other relevant issues;
- (6) submit a detailed written report to the Board of Directors and all other members of the Corporation's ABA Delegates Committee, as required by Section 8.03(c)(1), summarizing all ABA/LSD meetings that the Delegate attended;
- (7) provide a detailed written reports to the Division's Steering Committee;

(8) participate in the Corporation's ABA Delegates Committee, as required by Section 8.03(d);

(9) encourage participation in the Corporation, the Division, and the ABA/LSD; and

(10) keep the summary of the functioning of the ABA/LSD currently on file with the Steering Committee up to date.

(B) First Year Co-Chair Elections

The Second Year Co-Chair is responsible for coordinating the First Year Co-Chair Elections as described in Section 19.04(d).

(2) Responsibilities of First Year Co-Chair

(A) Competitions and Awards

The First Year Co-Chair will be responsible for administering the Corporation's law student awards or competitions, including the Michael E. Greenberg Writing Competition and the Student Leadership awards. The First-Year Co-Chair will promulgate guidelines, in consultation with members of the Division's Steering Committee, for such competitions or awards.

The First-Year Co-Chair is ineligible to participate in any Corporation-sponsored law student competition or award.

(B) Regional Chair Selection

The First Year Co-Chair will also be responsible for coordinating the selection of Regional Chairs as described in Section 19.05.

(3) Miscellaneous Duties

(A) Board Member of Corporation

As Board members of the Corporation, the Co-Chairs will also fulfill all duties and responsibilities required of that position.

(B) Chairing Meetings

The Co-Chairs are responsible for coordinating between themselves the chairing of Law Student Congress and Steering Committee Meetings, and liaising with the Secretary of the Steering Committee (as described in Section 19.06(d)) to ensure that agenda items and minutes from previous meetings are circulated in a timely fashion.

(C) Monitoring of Projects, Regional Chair Tasks

In addition, the Co-Chairs are responsible for ensuring that Projects and Regional Chair functions are running in an up to date manner.

(D) Coordinating with Executive Director of Corporation

The Co-Chairs are also the points of contact between the Corporation's Executive Director and the Law Student Congress, and will help coordinate with the Executive Director on Law Student Congress projects in which she/he is involved.

(d) Election of First Year Co-Chair

(1) Election of the First Year Co-Chair

Each year at the Conference one new student Co-Chair will be elected as the First Year Co-Chair for that academic year.

(2) Eligibility

Any student who is enrolled at an ABA approved law school whose scheduled date of graduation from the law school is two years or more from the date of the election is eligible to run as First Year Co-Chair. A student need not be a member of the Student Division to run for election.

(3) Procedure

The election procedure will be determined by the Law Student Congress and administered by the Second Year Co-Chair.

(e) Removal Procedure

(1) Grounds for Removal

The Law Student Congress may recommend removal of a Law Student Co-Chair for non-fulfillment of duties or behavior against the interests of the Division or the Corporation.

(2) Method of Removal

The Law Student Congress may, by a majority vote, send a recommendation to the Corporation's Executive Committee requesting that a Law Student Co-Chair be removed pursuant to Section 5.14 of the Corporation's Bylaws. The recommendation should be sent by the Co-Chair that is not facing impeachment.

Section 19.05. Regional Chairs

For better organization of projects and initiatives, creation and maintenance of relationships with law schools nationwide, encouraging LGBT related events at a regional level, and liaising with local bar associations, the Law Student Congress will maintain contact with law schools through Regional Chairs who will each administer a geographical division of the Division.

(a) Eligibility

All regional chairs must be enrolled at an ABA Accredited Law School for the term of their chairpersonship, with the exception that a Regional Chair graduating in the month of May of their chairpersonship retains their position until August 31 of that year. A student need not be a member of the Corporation to run for this position.

(b) Election, term, responsibilities, selection, removal and replacement procedures

The Law Student Congress will establish in writing the term, responsibilities, selection procedure, removal and replacement procedure for the Regional Chairs; such procedure shall be submitted to the Corporation's Executive Committee for review and shall be considered presumptively approved after 20 business days. A current copy of the procedure will be maintained by the Steering Committee's Secretary.

Section 19.06. Steering Committee of the Division

(a) Composition and Responsibilities

The Steering Committee will consist of three Directors who are not also members of the Division and are selected by the Corporation's Board of Directors, the Co-Chairs of the Division, and two Regional Chairs.

(b) Regional Chairs on the Steering Committee

Once notified of the election on September 2, incoming Regional Chairs should notify the First Year Co-Chair of their interest in joining the Steering Committee. The First Year Co-Chair will distribute this information to other incoming members of the Law Student Congress. At the Law Student Congress meeting at the Conference, the Regional Chairs will vote to select two of their number as members of the Steering Committee. Other members of the Law Student Congress will not be able to vote. However, in case of a tie, the Second Year Co-Chair may cast a tie-breaking vote.

(c) Responsibilities

(1) Aiding Co-Chairs

The Steering Committee is responsible for aiding the Co-Chairs in their duties of monitoring and supervising the Division and its various projects, and keeping track of their progress.

(2) Selecting Projects

The Steering Committee is responsible for selecting projects for Division involvement as described in Section 19.07.

(d) Operating Procedure

- (e) The Steering Committee will determine its operating procedures and will select officers, including a treasurer and a secretary, to help operate the Committee; such procedure and officer selections shall be submitted to the Corporation's Executive Committee for review and shall be considered presumptively approved after 20 business days. A current copy of the procedure will be maintained by the Steering Committee's Secretary.

(f) Calling Meetings of the Law Student Congress

Upon a petition from a Law Student Congress member, the Steering Committee may, by a majority vote, convene a phone meeting of the Law Student Congress. If the petition relates to the proposed removal of a member of the Steering Committee, the member facing possible removal may not participate in the vote. In the case of a tie vote, no meeting may be called. The Steering Committee may convene a meeting of the Law Student Congress by a simple majority vote and by providing at least two weeks notice to the Congress members.

Section 19.07. Projects

(a) Proposals for Projects

- (b) The Steering Committee will develop a written procedure for soliciting and approving projects to be undertaken on behalf of the Law Student Division, and may designate individuals as in charge of an approved project. The Law Student Congress may, by a majority vote, include such an individual as a voting member of the Congress.

- (c) The Steering Committee may submit projects to the Corporation's Executive Committee for approval. The Executive Committee gathers requisite information, and approves, rejects, or requests more information concerning a project within 45 days of its submission by the Steering Committee, or as soon thereafter as reasonably practicable based upon the contents of the proposal. Upon approval by the Executive Committee, the Steering Committee will commence work on the project. If a proposal is rejected, the Steering Committee may request further feedback from or discussion with a member of the Executive Committee.

Section 19.08. Finance.

- (a) Budget. The Student Congress shall not maintain a separate budget from that of the Corporation. The Co-Chairs may recommend a Student Congress budget to the Corporation's Board of Directors when requested for purposes of creation of the Corporation's annual budget.

- (b) Assets. Any income or other assets of the Student Congress, including any of the Corporation's own funds that it may choose to maintain or expend in aid of the Student Congress, shall be held and accounted for by the Treasurer of the Corporation for the benefit of the Student Congress.

Section 19.09. Amendments to the Structure

To amend the structure described in this Article XIX, at any meeting, the Law Student Congress may propose Amendments at any time by a simple majority vote. Any member may propose an Amendment. The Corporation's Board of Directors votes in respect of any proposed Amendment pursuant to Section 17.02.

ARTICLE XX

REGIONAL AFFILIATE CONGRESS

Section 20.01. Name.

The name of the Division is the National LGBT Bar Association Regional Affiliate Congress (“Affiliate Congress”).

Section 20.02. Address.

The principal office of the Affiliate Congress shall be the same as that of the Corporation.

Section 20.03. Purpose.

The purpose of the Affiliate Congress shall be to represent the interests and concerns of members to the Corporation’s Board of Directors; serve as a national coordinating body for members; provide access to a national network of support and resources available to members through the Corporation; encourage the creation of regional organizations that represent the interests and concerns of LGBT legal professionals; improve the quality of life for LGBT legal practitioners; and promote justice in and throughout the legal profession for the Community.

Section 20.04. Membership.

- (a) Any Regional Affiliate Member of the Corporation, pursuant to Section 3.01(b)(1), shall be a member of the Affiliate Congress.
- (b) Each member’s rights shall be exercisable only through a natural person designated by it, which designation may be in the alternative or may be changed if the Affiliate Member so decides. In case of disputes as to the validity of such a designation, the judgment of the Board of Directors shall be final as between the Corporation and the Affiliate Member or a claimant to designation.
- (c) All members are invited to attend membership and open meetings of the Corporation and Affiliate Congress; receive membership publications of the Corporation and Affiliate Congress; be elected to open positions on the Corporation’s Board of Directors if otherwise eligible pursuant to Article V; and participate in the nomination and election of the Affiliate Congress Co-Chairs.

Section 20.05. Meetings.

- (a) Annual Meeting. The regular meeting of the Affiliate Congress shall be held in conjunction with the annual meeting of the Corporation’s membership.
- (b) Special Meetings. Special meetings of the Affiliate Congress may be held at such time and place as the Affiliate Congress Co-Chairs direct.

- (c) Quorum. A quorum at all meetings of the Affiliate Congress shall consist of two (2) members in good standing.
- (d) Voting. Each member of the Affiliate Congress shall have the power to exercise one (1) vote.
- (e) Rules of Procedure. Subject to the direction of the presiding Affiliate Congress Co-Chairs, Robert's Rules of Order shall be followed at all meetings of the Affiliate Congress membership as consistent with these bylaws.

Section 20.06. Co-Chairs.

- (a) There shall be two Co-Chairs of the Affiliate Congress who shall exercise all powers and responsibilities Delegated by the Corporation's Board of Directors, not inconsistent with the rules, policies and bylaws of the Corporation, including: presiding over meetings of the Affiliate Congress; overseeing activities of the Affiliate Congress; serving as representatives and directors on the Corporation's Board of Directors; and serving as the national face of the Affiliate Congress.
- (b) Tenure. The terms of the Affiliate Congress Co-Chairs shall be for two (2) years or until their successors are elected and qualified, and each Co-Chair shall be limited to three consecutive terms. Terms shall be staggered so that one Co-Chair position is elected each year at the Affiliate Congress annual member meeting. Notwithstanding the foregoing, the tenure of any Co-Chair shall expire forthwith if the Co-Chair is removed in accordance with Section 5.12.
- (c) Eligibility for Office. Any member, who is also a member in good standing with the Corporation, is eligible to be a candidate for Co-Chair.

Section 20.07. Authority.

The Affiliate Congress is a division of the Corporation. Any action of the Affiliate Congress and/or through its Co-Chairs must be approved by the Corporation's Board of Directors previous to its execution. No unauthorized action of the Affiliate Congress and/or through its Co-Chairs shall be binding on the Corporation.

Section 20.08. Policy on Diversity.

The Affiliate Congress embraces the Corporation's policy on diversity as stated in Section 2.02.

Section 20.09. Finance.

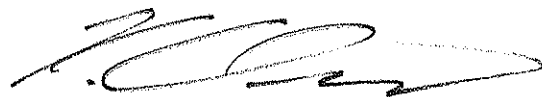
- (a) The Affiliate Congress shall not maintain a separate budget from that of the Corporation. The Co-Chairs shall annually recommend and request a budget to the Corporation's Board of Directors for expenditures by the Corporation in pursuit of the purposes of the Affiliate Congress as part of the Corporation's annual budget-making process.

- (b) Assets. Any income or other assets of the Affiliate Congress, including any of the Corporation's own funds that it may choose to maintain or expend in aid of the Affiliate Congress, shall be held and accounted for by the Treasurer of the Corporation for the benefit of the Affiliate Congress.

**CERTIFICATE OF SECRETARY OF
NATIONAL LGBT BAR ASSOCIATION**

The undersigned, Kelly Olmstead, Secretary of the National LGBT Bar Association (the "Corporation"), an Illinois Not For Profit Corporation, hereby certifies that the attached document is a true and complete copy of the Bylaws of the Corporation as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 25th day of October 2010.



Kelly Olmstead
Secretary, National LGBT Bar Association