

**RESTATED BYLAWS OF THE
NATIONAL LGBT BAR FOUNDATION**

— February 6, 2010 —

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DEFINITIONS

LGBT – An acronym for the terms “Lesbian, gay, bisexual, and transgender”

National LGBT Bar Association - A 501 (c) (6) Illinois corporation which works closely with the national LGBT Bar Foundation as they carry out their respective missions. “National Lesbian and Gay Law Association” is the corporation name filed with the State of Illinois. The corporation has a registered d/b/a to operate as the “National LGBT Bar Association”. “National LGBT Bar Association” when used within these by laws may also describe the National LGBT Bar Association’s Board of Directors or its Executive Committee if appropriate.

National LGBT Bar Foundation – A 501 (c) (3) Minnesota corporation which works closely with the National LGBT Bar Association as they carry out their respective missions. “National Lesbian and Gay Law Foundation” is the corporation name filed with the State of Minnesota. The corporation has a registered d/b/a to operate as the “National LGBT Bar Foundation”.

**RESTATED BYLAWS OF THE
NATIONAL LGBT BAR FOUNDATION**

ARTICLE I

OFFICES

The name of this Corporation shall be the "National Lesbian and Gay Law Foundation" doing business as the "National LGBT Bar Foundation" (the Corporation), a Minnesota non-profit corporation. 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.

This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, and in particular, to engage in research and education as follows:

- (a) To research, analyze, compile, publish and distribute educational materials to enable LGBT attorneys and those interested in encouraging LGBT attorneys to become more proficient in their profession with the assistance of their local and national LGBT association;
- (b) To assist, conduct or sponsor educational conferences, forums and seminars for the benefit of LGBT bar associations and other persons;
- (c) To assist, conduct or sponsor training programs to aid new LGBT bar organizations to establish their association, to help existing LGBT bar organizations develop educational programs for the benefit of their members;
- (d) To study and educate the general public about LGBT attorneys, LGBT judges, and LGBT bar associations and the barriers which interfere with full participation of LGBT attorneys in the legal process;
- (e) To provide a clearinghouse for information on current litigation and legislation impacting on LGBT individuals in our society in order to ensure that each attorney or individual organization involved in similar litigation and legislation is fully aware of relevant litigation and legislations strategies by either persons or organizations;
- (f) To advance opportunities for LGBT attorneys and to improve access to positions of merit and responsibility;
- (g) To serve as a vehicle for the exchange and dissemination of information and ideas among LGBT bar associations;
- (h) To promote continuing legal education;
- (i) To promote and assist in the organization and growth of local and statewide LGBT bar associations; and
- (j) To do all things necessary and proper to accomplish the foregoing purposes.

Section 2.02. Policy on Diversity and Inclusion.

The Corporation embraces diversity and inclusion, including on the basis of age; 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 AND DUES

The Corporation shall have no members and thus, it will not collect dues. The Corporation shall have a Board of Directors. The selection and qualifications for Board members is covered in Article IV of these bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Selection and General Qualifications.

The directors of the National LGBT Bar Association shall select the directors of the National LGBT Bar Foundation. No person shall be selected as a Director who is not an Individual Member of the National LGBT Bar Association. 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 XIII, the names of the Board of Directors are not confidential.

Section 4.02. Composition of the Board of Directors.

Subject to the requirements hereinafter provided, the Board of Directors shall have 7 to 10 directors and shall be composed of the following Director positions:

- (a) President, selected by the National LGBT Bar Association;
- (b) President Elect, selected by the National LGBT Bar Association;
- (c) Past President, selected by the National LGBT Bar Association;
- (d) Secretary, selected by the National LGBT Bar Association;
- (e) Treasurer, selected by the National LGBT Bar Association;
- (f) Two (2) to Five (5) At-Large Directors, selected by the National LGBT Bar Association.

Section 4.03. Tenure.

- (a) The terms of all At-Large Directors shall be for two years or until their successors are selected and qualified. Terms shall be staggered so that approximately one-half of At-Large Directors shall be selected 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 4.12.
- (b) The terms of all officers shall be as provided in Article V.

Section 4.04. 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.

- (b) The job of each Director is to govern the Corporation. 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 7.01(e) below.

Section 4.05. Quorum.

A quorum at all meetings of the Board of Directors shall consist of a majority of all Directors set forth in Section 4.02 then in office.

Section 4.06. 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 a majority of the Board of Directors.

Section 4.07. 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. Examples of meetings which would appropriately be closed to the public include but are not limited to matters concerning the performance and salary review of the Executive Director and any matter deemed by the Board of Directors to be confidential in nature. 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 4.08. 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 National LGBT Bar Association in accordance with Section 4.01. A Director so appointed shall serve the remainder of the vacated term.

Section 4.09. 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. 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.

Section 4.10. 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 4.11. Meeting by Conference Call

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 4.12. 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. As established in Section 4.01 herein, the National LGBT Bar Association 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 may be removed from the Board of Directors, subject to his or her ability to show the Board of Directors good cause for the absences.

ARTICLE V

OFFICERS

Section 5.01. Titles.

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

Section 5.02. Selection of Officers.

- (a) The President Elect shall be appointed by the National LGBT Bar Association 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 5.02(c) below.
- (b) The Secretary and Treasurer shall be appointed annually by the National LGBT Bar Association for a one-year term.
- (c) The Officers of the Corporation shall constitute its Executive Committee.

Section 5.03. Tenure.

Unless sooner removed in accordance with Section 4.12, all officers shall serve in such capacities until their respective successors are elected. No person shall hold more than one office simultaneously.

Section 5.04. Vacancies.

Any vacancy occurring among the officers may be filled by the National LGBT Bar Association. An officer so appointed shall serve the remainder of the vacated term.

Section 5.05. Duties of Officers.

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

Section 5.06. Duties of Executive Committee.

The Executive Committee shall have such authority as is delegated from time to time by the Board of Directors.

Section 5.07. 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. In the event that the President cannot attend and/or preside over a meeting, the President Elect shall preside at said meeting. 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 the National LGBT Bar Association to strengthen relationships between the National LGBT Bar Association and the Corporation; and
 - (3) providing regular direction to staff, with the President serving as the primary contact person for the Executive Director.

Section 5.08. 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 5.09. 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 VI

EXECUTIVE DIRECTOR

Section 6.01. Election or Appointment.

The National GLBT Bar Foundation Board of Directors, in consultation with the National LGBT Bar Association 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 VI 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 6.02. Salary.

The salary of the Executive Director shall be fixed by the National GLBT Bar Foundation Board of Directors, in consultation with the National LGBT Bar Association 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 6.03. 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 VII

COMMITTEES

Section 7.01. 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 Executive, Finance and Governance. 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. The president shall chair the Executive Committee. The Secretary shall chair the Governance Committee. The Treasurer shall chair the Finance Committee. 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) 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.

ARTICLE VIII

CONTRACTS, BANKING, GIFTS, AND BUDGET

Section 8.01. 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 8.02. 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 Executive Director.

Section 8.03. 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 depositaries as the Board of Directors may select.

Section 8.04. 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.

Section 8.05 Budget

The Executive Director shall prepare the annual budget and submit it to the Treasurer for review. Following his or her review, the Treasurer will submit the Budget to the rest of the Directors at least 30 days before the Board of Directors meeting at which it is anticipated that the Board will be asked to approve it.

ARTICLE IX

BOOKS AND RECORDS

Section 9.01. 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 Board of Directors and the Board committees. The Corporation shall keep a record of the names and addresses of individual directors entitled to vote. All books and records of the Corporation may be inspected by any individual 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 9.02. 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 X

FISCAL YEAR

Section 10.01. 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 XI

SEAL

Section 11.01. Seal.

The Board of Directors may 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 Lesbian and Gay Law Foundation," the year 1994, and the state of the Corporation's incorporation, Minnesota.

ARTICLE XII

WAIVER OF NOTICE

Section 12.01. 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 XIII

CONFIDENTIALITY

Section 13.01. Lists and Correspondence.

The mailing list 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 13.02. Disclosure.

The Board of Directors shall be authorized to effect disclosure of anyone's identity on a mailing list if the individual or entity 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 XIV

PARLIAMENTARY AUTHORITY

Section 14.01. 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 XV

AMENDMENTS

Section 15.01. 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.

Section 15.02. 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 XVI

USE OF FUNDS

Section 16.01. 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-exempt status.

Section 16.02. No Inurement or Profit.

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

**CERTIFICATE OF SECRETARY OF
NATIONAL LGBT BAR FOUNDATION**

The undersigned, _____, Secretary of the National LGBT Bar Foundation (the "Corporation"), a Minnesota 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 6th day of February, 2010.

Secretary, National LGBT Bar Foundation