

NATIONAL LESBIAN AND GAY LAW FOUNDATION
EMPLOYER IDENTIFICATION NUMBER: 41-179-1489

APPLICATION FOR RECOGNITION OF EXEMPTION - FORM 1023

BYLAWS

OF

NATIONAL LESBIAN AND GAY LAW FOUNDATION

ARTICLE I. NAME

The name of this organization shall be National Lesbian and Gay Law Foundation.

ARTICLE II. PURPOSE

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

- 1) Research, analyze, compile, publish and distribute educational materials to enable lesbian and gay attorneys and those interested in encouraging lesbian and gay attorneys to become more proficient in their profession with the assistance of their local and national lesbian and gay bar associations.
- 2) To assist, conduct or sponsor educational conferences, forums and seminars for the benefit of lesbian and gay bar associations and other persons.
- 3) To assist, conduct or sponsor training programs to aid new lesbian and gay bar organizations to establish their association, to help existing lesbian and gay bar organizations develop educational programs for the benefit of their members.
- 4) To study and educate the general public about the number of lesbian and gay attorneys, lesbian and gay judges, and lesbian and gay bar associations and the barriers which interfere with full participation of lesbian and gay attorneys in the legal process.
- 5) To encourage the selection of additional lesbian and gay judges by compiling and presenting accurate information on judicial candidates and potential candidates and by cooperating with private and governmental organizations concerned with judicial selection.
- 6) To provide a clearinghouse for information on current litigation impacting on lesbians and gays in our society in order to ensure that each attorney or organization involved in similar litigation is fully aware of relevant litigation strategies by other persons or organizations.

7) To advance opportunities for lesbian and gay attorneys and to improve access to positions of merit and responsibility.

8) To serve as a vehicle for the exchange and dissemination of information and ideas among lesbian and gay bar associations.

9) To promote continuing legal education.

10) To promote and assist in the organization and growth of local and statewide lesbian and gay bar associations.

11) To do all things necessary and proper to accomplish the foregoing purposes.

ARTICLE III. MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

Board Members. Management of the Corporation shall be vested in the Board of Directors.

Addition or Reduction of Board Size. The Board members may vote to increase or decrease the size of the Board to as few as five (5) members or as many nine (9) members at any time as the Board deems necessary to suit its working needs. The Board may not reduce its size by ejecting or removing a member without cause.

Selection of Directors: Directors shall be selected annually by the Executive Committee of the National Lesbian and Gay Law Association. The selection shall be made by November 1 of each year. Should the National Lesbian and Gay Law Association cease to exist, the then existing Board of Directors of this Corporation shall determine an alternate means of selection of Directors for this Corporation.

Term of Board Members. All Board members shall serve a one year term unless removed by a two-thirds (2/3) vote of the Board. Board members shall serve until their successors are appointed.

Meetings. The Board of Directors shall meet at least one time each year. Each meeting of the Board shall be chaired by the President, or in her or his absence, by the Vice President.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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.

Checks, Drafts, Etc. All checks, drafts, or orders 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 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.

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.

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 VI. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE VII. 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 Lesbian and Gay Law Foundation" and the year and state of the Corporation's incorporation.

ARTICLE VIII. INDEMNITY

Indemnity. Any person made a party to any action, suit or proceeding, by reason of the fact that she or he is or was an Officer or Board member of National Lesbian and Gay Law Foundation shall be indemnified by National Lesbian and Gay Law Foundation against the reasonable expenses, including travel expenses, lodging, attorney's fees, actually or necessarily incurred by her or him in connection with the defense of such actions, suit or proceeding, or in connection with any appearance therein, except as to matters where it has been determined in such action, suit or proceeding that the Officer or Board member has acted in a grossly or willfully negligent manner or has been found guilty of misconduct in the performance of her or his duties, or has acted against the Bylaws of National Lesbian and Gay Law Foundation.

ARTICLE IX. AMENDMENTS

Corporate Status. The power to amend the Certificate 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.

Bylaws. The power to alter, amend, or repeal these Bylaws or to adopt new bylaws shall be vested in the Board of Directors.

ARTICLE X. USE OF FUNDS

No Inurement or Profit. No part of the net earnings of National Lesbian and Gay Law Foundation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

ARTICLE XI. DISSOLUTION

Dissolution. Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government for a public purpose.