

**BY-LAWS  
OF  
THE LESBIAN AND GAY LAW ASSOCIATION  
FOUNDATION OF GREATER NEW YORK, INC.**

(formed under the New York Not-for-Profit Corporation Law)

ARTICLE I

MEMBERS

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Section 1.1. Who Shall be Members; Qualifications. The members of the Corporation shall consist of such individuals as are members of the Board of Directors of The Lesbian and Gay Law Association of Greater New York, Inc. (hereinafter called "LeGaL-GNY") on the date on which these By-Laws become effective, and all persons thereafter duly elected as members of the Board of Directors of LeGaL-GNY, by the fact of their being such members, without any action of the Corporation. Any person who ceases to be a member of the Board of Directors of LeGaL-GNY shall at the same time cease to be a member of the Corporation and shall have no further right, title and interest in or to this Corporation or its property.

Section 1.2. Annual Meeting. A meeting of the members shall be held annually for the election of directors and the transaction of other business on the second Monday in February, or, if it be a public holiday, on the next succeeding business day, or at such other time as may be specified by the directors.

Section 1.3. Special Meetings. Special meetings of the members may be called at any time by the President of the Corporation or any two members of the Board of Directors. Such meetings may be convened by members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing addressed to the Secretary of the Corporation, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two months nor more than three months from the date of such written demand. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice.

Section 1.4. Place of Meetings. Meetings of members may be held at such place, within or without the State of New York, as may be fixed by the Board of Directors from time to time. If no place is so fixed such meetings shall be held at the principal office of the Corporation in the State of New York.

Section 1.5. Notice of Annual and Special Meetings of Members. Notice of each meeting of members shall be given in writing by the Secretary and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the

meeting, and shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

A copy of the notice of any meeting shall be given, personally or by mail, to each member entitled to vote at such meeting. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his or her address as it appears on the record of members, or, if such member shall have filed with the Secretary of the Corporation a written request that notices to her or him be mailed at some other address, then directed to her or him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under the preceding paragraphs of this Section 1.5.

Section 1.6. Waivers of Notice. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

Section 1.7. Quorum of Members. Members entitled to cast one-third of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. The quorum may be satisfied by the presence of members in person or by proxy. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

Section 1.8. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for her or him by proxy.

Every proxy must be signed by the member or such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence is received by the Secretary or an Assistant Secretary of the Corporation.

Section 1.9. Vote of Members. Except as otherwise required by law or by the Certificate of Incorporation, directors shall be elected by a plurality of the votes cast at a meeting of members entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Except as provided in the preceding paragraph, any reference in these By-Laws to corporate action at a meeting of members by "majority vote" or "two-thirds vote" shall require the action to be taken by such proportion of the votes cast at such meeting (rather than a proportion of the total number of members entitled to vote thereon), provided that the affirmative votes cast in favor of any such action be at least equal to the quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 1.10. Action by Members Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon. Written consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State shall recite that the authorization was by unanimous consent.

## ARTICLE II

### BOARD OF DIRECTORS

Section 2.1. Power of Board and Qualifications of Directors. The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age.

Section 2.2. Number of Directors. The number of directors constituting the entire Board of Directors shall be at least seven, and not more than fifteen. A majority of the total number of directors entitled to vote which the Corporation would have, prior to any increase or decrease, if there were no vacancies, may amend this By-Law to increase or decrease the number of directors, provided that no decrease shall shorten the term of any incumbent director and provided further that the number of directors shall never be less than three.

Section 2.3. Election and Term of Directors. At each annual meeting of the members, the members shall elect directors, each director to hold office for a term of one year until the next annual meeting of the members and until his or her successor has been elected and qualified.

Section 2.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, one-third of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law or by the Certificate of Incorporation or these By-Laws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

The Certificate of Incorporation or By-Laws may be amended to provide for a greater quorum or to provide for a greater number of directors that shall be necessary for the transaction of business or any specified item of business, provided such amendment is authorized by vote of two-thirds of the entire Board.

Section 2.5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or any two directors.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, New York time, on the fifth business day prior to the meeting or by facsimile transmission, telegram or by written message hand-delivered to each director not later than noon, New York time, on the first business day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail, by telegram at the time of filing and by messenger at the time of delivery by the messenger. Notices by mail, telegram or messenger shall be sent to each director at the address designated by her or him for that purpose, or, if none has been so designated, at his or her last known residence or business address. Oral or telephonic notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the

meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 2.6. Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, the directors or any committee designated by the Board may participate in a meeting of the Board or of any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 2.7. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 2.8. Removal of Directors. Any one or more of the directors may be removed with or without cause by action of the Board of Directors, provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board rather than by consent in accordance with Section 2.6. Any one or more or all of the directors may be removed with or without cause at any time by action of the members, provided that written notice of his or her removal is given to any director so removed.

Section 2.9. Newly-Created Directorships and Vacancies. Newly-created directorships, resulting from an increase in the number of directors, and vacancies, occurring in the Board of Directors for any reason, may be filled by vote of a majority of the directors then in office provided there shall be three or more directors in office. If there shall be less than three directors serving at any time, the directors then in office shall promptly by unanimous vote name at least such number of directors as shall be necessary to have three directors in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board and until his or her successor is elected and qualified.

Section 2.10. Purchase, Sale, Mortgage or Lease of Real Property. No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease its real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 2.11. Annual Report. The Board of Directors shall direct the President and Treasurer of the Corporation to present at the annual meeting of the members a report, certified by an independent or certified public accountant or a firm of such accountants selected by the Board, showing in detail the following:

- (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
- (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period;
- (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and
- (5) the number of members of the Corporation as of the date of the report together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of current members may be found.

The annual report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the members.

### ARTICLE III

#### COMMITTEES

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Section 3.1. Executive Committee and Other Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among the directors an Executive Committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (1) submission to members of any action with respect to which members' approval is required by law;

- (2) filling vacancies in the Board of Directors or in any committee;
- (3) fixing compensation of the directors for serving on the Board or on any committee;
- (4) amending or repealing the By-Laws or adopting new By-Laws;
- (5) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed; or
- (6) removing directors.

The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee.

Section 3.2. Additional Special Committees. The Board of Directors may create such additional special committees as it deems desirable, the members thereof to be appointed by the President of the Corporation with the consent of the Board. Such special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Section 3.3. Committees Other Than Standing or Special. Committees other than standing or special committees of the Board shall be committees of the Corporation. Such committees may be elected or appointed in the same manner as officers of the Corporation. Provisions of these By-Laws and the Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees.

Section 3.4. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these By-Laws. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Section 3.5. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto

of authority shall not alone relieve any director of his or her duty under the law to the Corporation.

## ARTICLE IV

### OFFICERS

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Section 4.1. Officers. The Board of Directors shall elect or appoint a President, a Secretary and a Treasurer. The Board may also elect or appoint one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 4.2. Term of Office and Removal. Each officer shall hold office for the term for which she or he is elected or appointed and until his or her successor has been elected or appointed and qualified. All officers shall be elected or appointed annually. Any officer may be removed by the Board of Directors with or without cause at any time. Removal of an officer without cause shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

Section 4.3. Powers and Duties of Officers. Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. The Board may require any officer to give security for the faithful performance of his or her duties.

## ARTICLE V

### INDEMNIFICATION AND INSURANCE

Section 5.1. Indemnification. The Corporation shall indemnify each person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation, or serves or served at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that such officer or director acted in good faith for a purpose which she or he reasonably believed to be in (or in the case of service to any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to) the best interests of the Corporation, and, in criminal actions or proceedings, had no reasonable cause to believe that his or her conduct was unlawful; and provided further that no



such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall indemnify any person, as above provided, in connection with an action by or in right of the Corporation to procure a judgment in its favor, except that no indemnification shall be made in respect of a threatened action, or any claim, issue or matter as to otherwise disposed of, or any claim, issue or matter as to which such person shall have been adjudged liable to the Corporation, unless, and only to the extent that, the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The Corporation shall advance or promptly reimburse, upon request, any person entitled to indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, provided, however, that such person shall cooperate in good faith with any request by the Corporation that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, certificate of incorporation, by-law, insurance policy, contract or otherwise.

In case any provision in this By-Law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnifications and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first paragraph of this By-Law shall be entitled to indemnification as authorized in such paragraph. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this By-Law shall be made by the Corporation if, and only if, authorized in the specific case:

(1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in the first paragraph of this By-Law, or,

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs:

(a) By the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first paragraph of this By-Law has been met by such director or officer, or

(b) By the members upon a finding that the director or officer has met the applicable standard of conduct set forth in such paragraph.

Section 5.2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Section 5.1, to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of Section 5.1, and to indemnify directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the provisions of Section 5.1, provided that, in this latter case, all legal requirements be met with regard to the contract of insurance.

Section 5.3. Conditions for Indemnification and Insurance. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), or any other act expressly prohibited by the Code, the New York Not-for-Profit Corporation Law, or any other applicable law.

## ARTICLE VI

### Section 6.1. Interested Directors and officers.

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable, irrespective of whether such interested director or directors or officer or officers are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or her or their votes are counted for such purpose. In the absence of fraud, any such contract or transaction may be conclusively authorized or approved as fair and reasonable by:

(1) The Board of Directors or a duly empowered committee thereof by vote

sufficient for such purpose without counting the vote or votes of such interested director or officer (although she or he or they may be counted in determining the presence of a quorum at the meeting which authorizes or approves such contract or transaction), if the material facts as to such director's or officer's interest in such contract or transaction and as to any common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee as the case may be; or

(2) The members entitled to vote thereon, if any, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to such members.

If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board of Directors or committee at which it was authorized, the Corporation may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board of Directors, a committee or the members.

Section 6.2. Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, except that the Corporation may make a loan to any corporation which is a Type B corporation under the Not-for-Profit Corporation Law of the State of New York.

Section 6.3. Conditions for Loans or Other Transactions. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), or any other act expressly prohibited by the Code, the New York Not-for-Profit Corporation Law, or any other applicable law.

## ARTICLE VII

### MISCELLANEOUS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3. Books and Records to be Kept. The Corporation shall keep at its principal office in the State of New York, (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any committee of the Corporation and (c) a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.4. Amendment of By-Laws. By-Laws of the Corporation may be adopted, amended or repealed by the Board of Directors or by the members at the time entitled to vote in the election of directors. Any By-Law adopted by the Board of Directors may be amended or repealed by the members, and any By-Law adopted by the members may be amended or repealed by the Board, except that the Board shall not have authority to amend or repeal a By-Law adopted by the members which deals with the identity, qualifications or powers of the members.

If any By-Law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the members for the election of directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.