

**BYLAWS OF THE TOM HOMANN LGBT
LAW ASSOCIATION**

As amended January 7, 2017

A California Nonprofit Mutual Benefit Corporation

The name of this corporation is the TOM HOMANN LGBT LAW ASSOCIATION.

ARTICLE ONE - OFFICES

1.01 The principal office for the transaction of the activities, affairs, and business of the Corporation (“principal office”) is located at 3909 Centre Street, in San Diego, California. The Board of Directors (“Board” or “GMD Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

1.02 The Board may at any time establish branch or subordinate offices at any place(s) where the Corporation is qualified to conduct its activities.

ARTICLE TWO - PURPOSES

2.01 This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

2.02 Within the context of the general purposes stated above, the specific purposes for which this Corporation exists are as follows:

- (a) To provide a forum and network for lawyers, judges, legal assistants, law students, law professors, and all other individuals in law-related fields who are interested in helping to secure the human and civil rights of lesbian, gay, bisexual, transgender, and alternative or non-traditional gender identity (“LGBT”) people;

- (b) To defend and expand the legal rights of LGBT people and to secure for these people the basic human rights guaranteed to all citizens by the Constitution and laws of the United States and/or the State of California;
- (c) To educate LGBT people of San Diego about their legal rights;
- (d) To implement activities and programs of particular interest to LGBT attorneys;
- (e) To expand and facilitate networks and relationships between LGBT attorneys and with other members of the Bench and Bar.

ARTICLE THREE - MEMBERSHIP

3.01 This Corporation shall have two classes of members. The purpose of having two classes is formalistic rather than substantive. If this Corporation is to become affiliated with the State Bar of California, or the San Diego County Bar Association, certain decisions, benefits, and obligations associated with such an affiliation are limited to practicing lawyers, judicial officers, and law professors.

- (a) The first division shall be called the General Membership Division (“GMD”), and shall consist of all individuals who support the purposes of the Corporation and who tender an annual membership fee set by the Board of Directors.
- (b) The second division shall be called the Lawyers Division (“LD”) and shall consist only of members of the GMD who are: (i) members in good standing of the State Bar of California, the bar of another state, or the bar of the District of Columbia; (ii) judicial officers of courts of record; or (iii) full-time members of the faculty of law schools in the State of California.

3.02 All members of the GMD shall be entitled to one vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and any other matters on which the GMD membership may vote. Members of the GMD may not vote on matters related to the affairs of the LD unless they are also a member of the LD. All

members of the LD are entitled to one vote on matters on which the LD membership may vote.

3.03 (a) **Membership Categories:**

The following classes of membership are authorized, and annual dues for each membership class shall be set by resolution of the Board:

- (1) Attorney Membership, Five Years or More in Practice: Members in good standing of the California State Bar, any other state's bar, or the bar for the District of Columbia, who have been admitted to such bar for at least five (5) years.
- (2) Attorney Membership, Less Than Five Years in Practice: Members in good standing of the California State Bar, any other state's bar, or the bar for the District of Columbia, who have been admitted to such bar for less than five (5) years.
- (3) Other Legal Professional Membership: Non-lawyer professionals or paraprofessionals working in the legal field, including law clerks, law school graduates not admitted to any state bar, paralegals, law office managers, or others involved in a related occupation in the field of law. Other Legal Professional members shall be members of the GMD only.
- (4) Student Membership: Any person who is currently enrolled full-time as a student in an academic institution, and who is not licensed to practice as an attorney. Student members shall be members of the GMD only. If a member qualifies for another membership class in addition to Student Membership status, the member shall register under the other membership class.
- (5) Community Membership: Any other person not falling within the other membership classes. Community members shall be members of the GMD only.
- (6) Judicial Officer Membership: Any person, whether active or retired, who is a judicial officer of any Federal or State court, an administrative law judge, or a commissioner.

(7) Sustaining Membership: Any individual, law firm, or other organization that is interested in the goals of the Corporation may donate money or underwrite activities of the Corporation in a membership amount to be determined by the Board. Law firm or other organization sustaining memberships shall be limited to such rights and privileges, if any, as determined by the Board. If an individual in this membership category also qualifies for another membership category (e.g., attorney membership), that individual shall also have the rights and privileges of that membership category.

(8) Supporting Membership: Any individual who is a member in any other category and who wishes to support the Corporation by a higher financial commitment. Supporting members shall be entitled to such rights and privileges, if any, as determined by the Board. If an individual in this membership category also qualifies for another membership category (e.g., attorney membership), that individual shall also have the rights and privileges of that membership category.

(9) Honorary Membership: Non-dues paying members selected at the discretion of the Board for honorary recognition and/or membership. Such members shall have those rights and privileges, if any, as determined by the Board.

(b) Fee Adjustment. The Corporation anticipates that, from time to time, it may receive requests for dues adjustments based on hardship. When any such request is received, it shall be referred to the Membership Chairperson, if any, or to the Board for initial screening. If the Membership Chairperson or the Board determines that good cause exists to lower that proposed member's annual dues, the dues shall be adjusted on a case-by-case basis to an appropriate level based on the circumstances of the particular member's situation.

The Membership Chairperson or the Board shall inform the member that the dues reduction is for one year only and that a new request must be made each subsequent year.

If circumstances prevent the member from paying the reduced dues rate, the Board shall review the member's request for any further reduction and/or waiver.

Further reductions and/or waivers shall be made on a case-by-case basis.

3.04 Each member shall pay, within the time and on the conditions set by the Board, the dues, fees, and assessments that may be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

3.05 Any person shall be eligible for membership and shall continue to be a member in good standing upon payment of his/her dues and the continued adherence to the general purposes of this Corporation.

3.06 A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to the Corporation;
- (b) Expiration of the period of the membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) Failure of a member to pay dues, fees, or assessments as are set by the Board within the time set by the Board for payment of such dues, fees, or assessments; or
- (d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

ARTICLE FOUR - MEMBER MEETINGS

4.01 There shall be an Annual Meeting of the GMD in March of each year at a time and place set by the Board and duly noticed to the GMD. At this meeting, the election of members of the GMD Board shall take place and any other proper business may be transacted, subject to Sections 4.06 and 4.07 of these Bylaws.

- (a) The newly elected Board shall officially take office at the first Board meeting following the Corporation's Annual Dinner. The newly elected Board may have a ceremonial installation at the Corporation's Annual Dinner following the Annual Meeting.
- (b) The new, incoming Co-President shall be elected by the Board then in

office at the time of the Annual Meeting. The election shall occur at or after the Annual Meeting but before the Annual Dinner.

(c) All other officers of the Corporation, such as Secretary and Chief Financial Officer, shall be elected by the new Board once the new Board takes office consistent with this subdivision.

4.02 There shall be such additional special meetings of the GMD as the Board shall call. Meetings of the GMD shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting.

4.03 A special meeting of the members for any lawful purpose may be called at any time by either (1) the Board; (2) the co-Chairs of the Board, if any; (3) the co-Presidents; or (4) five percent (5%) or more of the GMD.

4.04 A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to any of the following: (1) the co-Chairs of the Board, if any; (2) the co-Presidents; (3) any Vice President; or (4) the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 4.07 of these Bylaws, stating that a special meeting of the GMD will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 but not more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of GMD members may be held when the meeting is called by the Board.

4.05 No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

4.06 Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 4.07 of these Bylaws, to each GMD member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be

transacted; or (2) for the Annual Meeting, those matters that the Board, at the time notice is given, intends to present for action at the meeting. The notice of any meeting at which Directors of the Board are to be elected shall include the names of all persons who are nominees when notice is given.

4.07 Notice of any meeting of GMD members shall be in writing and shall be given at least 30 but not more than 90 days before the meeting date. The notice shall be given either personally; by electronic mail; by first-class, registered, or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the electronic mail or physical address of that member appearing on the books of the Corporation, or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member's last known or recorded electronic mail or physical address; or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

4.08 The quorum for the transaction of business at any meeting of the members shall be ten percent (10%) of the total current GMD of the Corporation.

4.09 There shall be no voting by proxy at any regular meeting, special meeting, or the Annual Meeting.

4.10 The GMD members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.11 Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the GMD members.

4.12 Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

4.13 If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number of is required by the California

Nonprofit Mutual Benefit Corporation Law or by these Bylaws.

4.14 The transactions of any GMD members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, who is not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Sections 4.04 or 4.06, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

4.15 A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.16 Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

4.17 For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days before the meeting, vote, ballot, or action. If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held; and (2) to vote at the meeting shall be the day on which the meeting is held.

4.18 For the Annual Meeting, the record date to receive notice of the Annual Meeting and to vote at the Annual Meeting shall be the day on which nominations for the Board of Directors are due, as set by the Board (or a Committee thereof) in accordance with these Bylaws.

ARTICLE FIVE - BOARD OF DIRECTORS

5.01 Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these Bylaws regarding actions that require approval of the members, the Corporation's activities shall be managed, and all corporate power shall be exercised, by or under the Board's decision.

5.02 Without prejudice to the general powers set forth in Section 5.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, the Articles of Incorporation, and these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory or dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
- (c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debts and securities.
- (e) To set and adjust the dues for membership and issue indicia of

membership.

5.03 The Board of Directors shall consist of at least eight (8) but no more than fifteen (15) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board. The Board shall strive to include a diverse representation of the LGBT community in the Board's membership and officer selection. All members elected to the Board shall serve for a term of one year, with the exception of the co-Chairs, if any, or the co-Presidents, who shall each serve a term of two years as co-Chair or co-President. There shall be no term limits for Directors serving multiple or successive terms.

5.04 The Board shall select from among its Directors the officers set forth in Article 9 of these Bylaws in a manner consistent with that Article and Article 4 of these Bylaws. The remaining Directors shall be deemed Directors At Large.

5.05 Except as provided below, any Director may resign by giving written notice to the co-Chairs of the Board, if any, the co-Presidents, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later date, the Board may elect a successor to take office when the resignation becomes effective.

5.06 Vacancies on the Board may be filled by a majority of the Directors then in office. The GMD members may fill any vacancy or vacancies not filled by the Board. If the GMD members remove a Director from the Board, the GMD may replace that Director immediately following removal, or the Board may replace that Director, provided the Board may only fill such vacancy with a Director other than the one removed by the GMD. All Directors filling vacancies shall serve until the end of the one-year term for that Board.

5.07 No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

5.08 The Board may remove a Director for failure to attend meetings of the Board, or for other just cause, following notice of such action given to the Director at least 15 days before the date of the proposed action. Absence at three consecutive meetings of the Board, without an excuse acceptable to a majority of the Board present and voting, shall be considered just cause. The Director subject to removal shall not be entitled to vote on the question of his or her own removal.

5.09 In the case of resignation or removal from the Board, the Board may fill the vacancy until the next Annual Meeting.

5.10 There shall be a separate LD Board of Directors to conduct the business of the LD. The members of the GMD Board who are also members of the LD shall constitute the LD Board of Directors. The LD Board of Directors shall consist only of those individuals who are members of the LD. The LD Board of Directors shall manage the affairs of the LD in a manner consistent with these Bylaws and have all the rights, duties, restrictions, and obligations as members of the GMD Board as set forth in these Bylaws.

ARTICLE SIX - DIRECTOR MEETINGS

6.01 Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

6.02 Any meeting may be held, and any Director may participate in a meeting, by telephonic or video conference or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed present in person at such a meeting.

6.03 As soon as practicable after each Annual Dinner, the newly elected Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting shall be provided to the newly elected Directors or Board.

6.04 Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

6.05 Special meetings of the Board for any purpose may be called at any time by the co-Chairs of the Board, if any, or the co-Presidents, or any Vice President, the Secretary, or any two Directors At Large.

(a) Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly

to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) by facsimile transmission; or (v) by electronic mail. All such notices shall be given or sent to the Director's address, telephone number, or electronic mail address as shown on the records of the Corporation.

(b) Notices sent by first-class mail shall be deposited in the United States mail at least five days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be given at least 48 hours before the time set for the meeting.

(c) The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

6.06 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present and voting at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest; (b) creation of, and appointments to, committees of the Board; and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. The Board shall use every effort to reach decisions by consensus and cooperation; provided, however, that when the Board is unable to reach consensus, the procedures of the Board shall be governed by Robert's Rules of Order.

6.07 Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

6.08 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

6.09 Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

6.10 Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. A Director shall be deemed to have consented to and ratified the decision of a majority of the Board made by written consent if the Director fails to register an objection to the Board's action within forty-eight (48) hours after being provided notice of the Board's approval of an action by written consent. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

6.11 Directors may receive such reimbursement of expenses as may be determined by Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

ARTICLE SEVEN - ELECTION OF DIRECTORS

7.01 Subject to approval by a majority of the Board, the co-Chairs of the Board, if any, or the co-Presidents, may appoint an Election Committee at least forty-five (45) days prior to the Annual Meeting. The Election Committee shall number three (3) to six (6) persons, at least two of whom shall be current Directors. When feasible, the Election Committee shall have an equal number of men and women. The names of the members of the Election Committee, if so formed, shall be announced to the GMD at least thirty (30) days prior to the Annual Meeting in accordance with the notice procedures outlined in Section 4.07, or announced at a regular GMD meeting. The announcement shall include reasonable information about the process for nomination of candidates for the Board of Directors and other election procedures to be followed in electing Directors.

7.02 Regardless of whether an Election Committee is formed, GMD members may

nominate themselves or other GMD members for election to the Board, subject to the following requirements:

- (a) All nominations must comply with the timing and notice requirements as established by the Board or Election Committee.
- (b) All nominees must be fully paid GMD members by the close of the nominations period.
- (c) The Board, or the Election Committee, is empowered to make any rules and regulations for handling elections, including in the event of an election in which the number of nominees exceeds the numbers of vacancies. These rules and regulations shall be found in the Board's Standing Policies and Resolution.
- (d) The Election Committee is also empowered to resolve any election-related disputes, with the exception that any Election Committee member who is the subject of or otherwise affected by an election dispute is not entitled to vote on the issue.

7.03 The Board shall determine the number of Board positions to be filled for the coming year, and the Election Committee, if formed, shall provide notice of the number of vacancies to be filled, and the names of all candidates timely nominated, in compliance with Sections 4.06 and 4.07 of these Bylaws, and any other rules or regulations adopted by the Board or the Election Committee.

7.04 The election for the new Board shall be held at the Annual Meeting consistent with Article 4 of these Bylaws. GMD members entitled to vote may vote in person at the Annual Meeting. GMD members may also vote by casting a ballot in advance of the Annual Meeting in a manner consistent with any rules or regulations adopted by the Board or the Election Committee. There shall be no voting at the Annual Meeting by proxy. The votes shall be tabulated and announced before conclusion of the Annual Meeting.

7.05 Each GMD member may cast one vote for each of the vacancies to be filled. The GMD members receiving the greatest number of votes shall be declared elected to the vacancies to be filled. In the case of a tie, a majority vote of the outgoing Board shall determine the winner of the election. No member of the Board whose election is the subject of a tie-breaking vote shall vote on the tie-break.

ARTICLE EIGHT - COMMITTEES

8.01 The Board, by resolution adopted by a majority of a quorum of the Directors, may create one or more committees, each consisting of two or more Directors and those GMD members who wish to participate and are approved by the Board as committee members, to serve at the pleasure of the Board. The Board may establish or dissolve other committees as it deems beneficial or appropriate. No action of any committee shall be effective until ratified by the Board.

8.02 It shall be the duty and responsibility of the Directors to manage the affairs of these committees. Each committee will be chaired by one Director and, when feasible, will be co-chaired by a Director or GMD member of the opposite sex chosen by the committee as a whole, once convened. Committee Chairs or Co-Chairs shall serve for one year.

8.03 The committees shall devise their own operating procedures, in writing, as agreed upon by a majority of the committee at a duly noticed committee meeting. All operating procedures of any standing committee shall be submitted to the Board for ratification.

8.04 There are no quorum requirements for the convening of a valid committee meeting.

ARTICLE NINE - OFFICERS

9.01 (a) Corporate Officers.

There shall be at least the following officers of this Corporation:

- (1) two co-Presidents, and the co-Presidents should reflect gender diversity, when feasible;
- (2) a Secretary; and
- (3) a Chief Financial Officer.

The co-Presidents shall be appointed for two-year terms, staggered so that only one co-President is appointed each year, consistent with Article 4 of these Bylaws.

The Corporation may also have, at the discretion of the GMD Board of Directors, other officers (such as Vice Presidents) as may be deemed necessary or desirable from time to time to carry on the operations and business of the Corporation. Officers other than the co-Presidents shall serve for terms of one year, or longer if a replacement Director has not been appointed. Election of the Secretary, Chief Financial Officer, and other officers of the Board shall be in accordance with Article 4 of these Bylaws.

There shall be no term limits on officers serving multiple or successive terms.

9.02 It shall be the responsibility of the co-Chairs of the Board, if any, or the co-Presidents, to convene and chair the meetings of the Board, the GMD Annual Meeting, and the LD.

9.03 It shall be the responsibility of the Vice President(s), if any, in order of their rank as fixed by the Board, to perform the duties of a co-Chair or co-President in the absence or disability of a co-Chair or co-President. When so acting, the Vice President(s) shall have all the powers of and be subject to all restrictions on the co-Chair or co-President.

9.04 It shall be the responsibility of the Secretary to keep or cause to be kept at the Corporation's main office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of GMD members' meetings, and to see that the procedures for election of members of the Board are carried out in a timely fashion. The Secretary shall also keep or cause to be kept, at the Corporation's principal office in California, or in the possession of the co-Chairs of the Board, if any, the co-Presidents, or the Secretary, a copy of the Articles of Incorporation, Bylaws, and Standing Policies and Resolutions, as amended to date.

9.05 The Chief Financial Officer shall maintain the financial records and the membership list(s) of the Corporation and shall, with at least one other person designated by the Board, have the authority to issue and sign checks. The Chief Financial Officer shall deposit all money and other valuables in the name and to the account of the Corporation with such depositories as the Board may order. The books of account shall be open to inspection by any Director at all reasonable times.

9.06 Without prejudice to any rights of an officer under any contract of employment,

any officer serves as the pleasure of the Board and may be removed with or without cause by the Board.

9.07 Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

9.08 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to that office; provided, however, that vacancies need not be filled on an annual basis.

ARTICLE TEN - INDEMNITY

10.1 To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

10.2 On written request to the Board by any person seeking indemnification under Section 7237(a) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the GMD. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize indemnification.

ARTICLE ELEVEN - RECORDS AND REPORTS

11.01 The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, the Board, and committees of the Board; and
- (c) A record of each member's name, address, and class of membership.

11.02 On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying shall be made in person or by the member's agent or attorney.

11.03 The Corporation shall keep at its principal office in California, or in the possession of the co-Chairs of the Board, if any, the co-Presidents, or the Secretary, the original copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no principal office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

11.04 Any Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE TWELVE - AMENDMENT

12.01 The GMD Board of Directors may amend these Bylaws by a two-thirds vote of the Board, following notice of the proposed change(s) given to the GMD that sets forth the substance of the amendment(s) to be voted upon.

12.02 If any provision of these Bylaws requires the vote of a larger proportion of the

Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

12.03 Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would:

- (a) Increase or extend the terms of directors;
- (b) Allow any Director to hold office by designation or selection rather than by election by a vote of members;
- (c) Increase the quorum for members' meetings;
- (d) Authorize cumulative voting.

ARTICLE THIRTEEN - USE OF NAME

13.01 No member of this Corporation shall use the name of the Corporation for the endorsement or sponsorship of any individual, issue, event, or corporation, without the express approval of the Board.

ARTICLE FOURTEEN - MEMBERSHIP LIST

14.01 The Board shall maintain a membership list in a manner that gives each member the option of declaring that their name must be kept confidential. If a member makes such a declaration, then his or her name may not be loaned, sold, traded, or otherwise made available to any individual or corporation.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Tom Homann LGBT Law Association, a California nonprofit mutual benefit corporation, doing business as the Tom Homann LGBT Law Association, that the above Bylaws, consisting of 20 pages, including this Certificate, are the amended Bylaws of this Corporation as adopted by the Board of Directors on January 7, 2017, and that they have not been amended or modified since that date.

Executed on February 2, 2017 at San Diego, California.



SHAWN PATRICK KING HUSTON
SECRETARY