

STONEWALL BAR ASSOCIATION OF GEORGIA, INC.

AMENDED AND RESTATED BYLAWS

Dated and Adopted by

The Board of Directors

August 17, 2016

STONEWALL BAR ASSOCIATION OF GEORGIA, INC.

AMENDED AND RESTATED BYLAWS

1.

Name, Seal, and Offices

1.1. Name. The name of this corporation is STONEWALL BAR ASSOCIATION OF GEORGIA, INC. (hereinafter referred to as the “Corporation” or “Stonewall”).

1.2. Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words “STONEWALL BAR ASSOCIATION OF GEORGIA, INC.” and in the center the words and figures “Corporation Not For Profit 1995 Georgia.” The Board of Directors may change the form of the seal or the inscription thereon at any time.

1.3. Offices. The principal office of the Corporation shall be that reflected in the Office of the Secretary of State as registered agent for the Corporation, or at such other location as may be appointed by the Board of Directors. The mailing address of the Corporation shall be P.O. Box 7708, Atlanta, Georgia 30357-0708. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

1.4. Statement of Diversity. The Stonewall community is diverse and includes, among others, persons who identify as lesbian, gay, bisexual, transgender, queer, questioning, and those who support the purpose of the Corporation.

1.5. Purpose. The purpose of the Corporation shall be to enhance the legal profession and serve the community by doing the following:

a. provide a forum for members of the Stonewall community in the State of Georgia to exchange ideas and information of mutual concern in a professional setting;

b. promote the availability of legal services to members of the Stonewall community in the State of Georgia;

c. raise public and professional awareness of the presence of attorneys and legal professionals who are from the Stonewall community in the legal profession;

d. stimulate and promote the effective practice and professional expertise of attorneys and legal professionals from the Stonewall community in the State of Georgia;

e. encourage members of the Stonewall community to explore careers in law;

f. stimulate and promote sensitivity to legal issues particularly faced by members of the Stonewall community by conducting seminars, symposia, lectures and other means;

g. facilitate and improve the administration of justice and promote legislative and administrative reforms for the purposes of eliminating discrimination on the basis of sexual orientation, gender identity, and gender expression, and assuring fair and just treatment of members of the Stonewall community under the law;

h. encourage the appointment of judges and members of administrative agencies and commissions who espouse non-discrimination in the law on the basis of sexual orientation, gender identity, or gender expression and who espouse just and fair treatment of all individuals, including members of the Stonewall community;

i. promote the spirit of unity members of the Stonewall community, in all of its diversity, in the State of Georgia;

j. create coalitions with other legal organizations;

k. provide volunteer and pro bono opportunities for members of the Stonewall community; and

l. work in coalition with other organizations and individuals to promote the achievement of full civil and human rights under our system of laws.

2.

Members and Dues

2.1. Members. As provided below, any qualified individual who shall support the purposes of the Corporation as stated in Section 1.5 of these Bylaws and in the Articles of Incorporation may become a Member of the Corporation upon payment of Dues as provided in this Article. There shall be four classes of membership: Voting Member, Judicial Member, Student Member and Associate Member.

2.2. Voting Member. A voting member shall be a Member who has graduated from a fully accredited Law School with an LLB, LLM, JD, or equivalent foreign law degree or who is a member of the State Bar of Georgia.

2.3. Judicial Member. A judicial member shall be an active or retired member of the judiciary of the State of Georgia who receives information about the activities of the Corporation and may participate without vote in all membership activities. An application for membership as a judicial member may be subject to the approval and acceptance of the Board of Directors.

2.4. Student Member. A student member shall be a student at a law school working toward an LLB, LLM, or JD degree. Student members may participate with voice and no

vote (except as otherwise provided in Section 4.1) in all membership activities of the Corporation.

2.5. Associate Member. An associate member shall be a member who receives information about the activities of the Corporation and may participate without vote in all membership activities. An associate member shall have a relationship with the legal profession or legislative process and subscribe to the purposes of the Corporation. An application for membership as an associate member may be subject to the approval and acceptance of the Board of Directors.

2.6. Dues. Annual dues for each class of members shall be set by a majority vote of the Board of Directors. Dues shall be payable on or before the date established by the Board of Directors.

3.

Member Meetings and Voting

3.1 Annual Meetings. The annual membership meeting shall be held each year at such date, time, and location as may be fixed by the Board of Directors.

3.2 Notice of Meetings. Notice of the time, place, and purposes of the annual meeting shall be given to each member as provided in Section 5.4, not less than 10 nor more than 60 days before the date thereof. Notice of all other membership meetings shall be given as provided in Section 5.4 not less than 10 nor more than 30 days before the date thereof.

3.3 Quorum. A quorum at the annual meeting and all properly noticed meetings of the membership shall be 10 voting members.

3.4 Voting. Voting members shall be entitled to one vote on any matter set before the membership for a vote and to elect and serve as an officer or director of the Corporation.

4.

Board of Directors

4.1. Election. There shall be a Board of Directors consisting of not less than eight Directors who shall manage and control the business and property of the Corporation and who shall be elected as provided for in these Bylaws. Of the Directors, not less than two shall be Student Members, who may be elected or appointed. Every effort will be made to encourage racial, ethnic, gender, cultural, and age diversity to reflect the larger community and gain from the different experiences such diversity will bring to the Board of Directors. The Immediate Past President of the Corporation shall serve as a voting member of the Board ex officio.

4.2. Qualification. The Officers and Directors shall be members in good standing of the Corporation and shall have whatever additional qualifications these Bylaws may prescribe.

4.3. Attendance. Any Officer or Director shall adhere to the President's attendance policy as provided in Section 6.5.

4.4. Resignation. Any Officer or Director may resign at any time by giving 10 days prior written notice of such resignation to the Board of Directors.

4.5. Removal. Any Officer or Director may be removed from office for cause as provided in Section 4.5(a) or for failure to attend three consecutive meetings of the Board of Directors as provided in Section 4.5(b):

a. Removal for Cause. An Officer or Director shall be removed for cause only for malfeasance, misfeasance, or nonfeasance in office which endangers the function of the Corporation:

(i) Any member may request the removal of any Officer or Director. Such request must be in writing, and set forth within it the specific actions which provide the basis for the request for removal. The request for removal should be signed by the member and submitted to the President of the Corporation with a copy to the Secretary and to the Officer or Director whose removal is being sought.

(ii) The Board of Directors shall consider the request at its next meeting and afford both the person making the request and the Officer or Director an opportunity to explain his or her position. In the event the Board of Directors votes by a two-thirds vote of all current members of the Board to recommend removal, a special meeting of the Membership will be called for that purpose.

(iii) The Officer or Director to be removed must be given written notice at least 30 days prior to the meeting in which his or her removal will be voted on by certified mail return receipt requested, overnight express, personal service, or any other means by which proof of service on the Officer or Director can be verified.

(iv) The notice to the Officer or Director to be removed and the notice to the members announcing the special meeting must be in writing and must state specifically the grounds for the recommendation of the Board of Directors that the Officer or Director be removed.

(v) At the general membership meeting called for the purpose of removal, the Officer or Director whose removal is requested shall have the right, prior to the vote on removal, to speak to the general membership and state his or her position, and the right to have her or his statement published and distributed to the general members at the meeting.

(vi) The Officer or Director may be removed for cause by the affirmative vote of two-thirds of all current voting members of the Corporation present at the special meeting called for that purpose. In the event such a special meeting is held in the first three months of the calendar year, notice shall be sent to all current members and all members who paid dues in the previous calendar year and these former members shall be allowed to renew membership up to and including the date of the special meeting.

b. Removal for Failure to Attend. An Officer or Director may be removed for failure to adhere to the President's attendance policy as provided in Section 6.5 by the affirmative vote of a majority of all current members of the Board of Directors or if such Officer or Director does not attend three consecutive scheduled meetings of the Board of Directors in person, electronically, or by proxy. The Executive Committee may consider special circumstances that cause the failure of an Officer or Director to attend meetings.

4.6. Vacancies. Any vacancy in the Board of Directors occurring during any term of office may be filled for the unexpired portion of the term by the Board of Directors then serving by affirmative majority vote of the Board of Directors. Any Officer or Director so elected by the Board of Directors shall hold office until the next annual meeting of the Membership at which time the term of office shall expire or until the election and qualification of her or his successor.

4.7. Contracts and Services. The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation; provided, however, that no Director or Officer shall make any contract, enter any transaction, or act otherwise for or on behalf of the Corporation, or vote in any deliberation or decision of the Board of Directors in any respect in any matter in which they also may be acting as individuals, or as directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise. Furthermore, any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or Officers are interested personally shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; no contract, transaction, or act shall be taken on behalf of the Corporation that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507 thereof. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

4.8. Compensation. Officers and Directors shall not receive any compensation for their services as Directors. If requested, they shall be reimbursed for reasonable expenses incurred in the performance of their duties.

4.9. Powers. All the corporate powers, except such as otherwise are provided for in the Articles of Incorporation of the Corporation, these Bylaws, and the laws of the State of Georgia, shall be vested in the Board of Directors. The Board of Directors, by general resolution, may delegate to committees of its own members or to officers of the Corporation such powers as it may see fit.

5.

Meetings of the Board of Directors

5.1. Annual Meetings. The annual meeting of the Board of Directors shall be held each year in conjunction with the annual meeting of the membership.

5.2. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such times (at least quarterly) and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by either the President or Vice President/President-Elect as they see fit and shall be called by the President upon the written request of any five members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any meeting of the Board of Directors.

5.3. Notice of Meetings. Notice of the time, place and purposes of the annual meeting shall be given as provided in Section 5.4 to each Officer and Director not less than 10 nor more than 60 days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given as provided in Section 5.4 to each Officer and Director not less than 10 nor more than 30 days before the date thereof. Regular meetings of the Board of Directors may be held without notice except that when the day and time of the regular meeting shall be changed by the Board of Directors, notice of the change shall be mailed by first class mail, or otherwise given as provided for below, to all members of the Board of Directors not less than 15 days before the first regular meeting after the change takes effect. Notice of any meeting may be waived by a majority of the Board of Directors and may be given to any member of the Board of Directors by alternate means of notice as specified in Section 5.4 below. At any meeting at which a quorum of the Board of Directors shall be present, even though without any notice or waiver, any business may be transacted.

5.4. Method of Giving Notice. The following methods of notice may be used to notify members: personal delivery, first class mail, registered or certified mail, return receipt requested, United States Express Mail, Federal Express Priority Service or other nationally recognized overnight delivery service, or via telephone electronic facsimile (fax), or email.

5.5. Quorum. At all meetings of the Board of Directors, a majority of the Directors who are not Student Members shall be sufficient to constitute a quorum.

5.6. Electronic Presence or Proxy Presence at a Meeting. Any or all members of the Board of Directors may participate in any annual, regular, or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication

by which all Officers and Directors participating may simultaneously hear each other during the meeting. An Officer or Director participating in a meeting by this means shall be deemed to be present in person at the meeting. A Director voting by Proxy shall be deemed to be present at the meeting for the purpose of meeting the quorum requirement but shall not be deemed to be present for the purpose of meeting the attendance requirement.

5.7. Action With a Meeting. The act of a majority of the members of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation of the Corporation or these Bylaws.

5.8. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, other than removal of a Director or an Officer (unless such Director or Officer waives in writing the right to appear before and be heard by the Board of Directors), may be taken without a meeting provided a quorum of the Board of Directors is established and further, if the action is taken by a majority of the Members of the Board of Directors voting on the action. Any such action shall be evidenced by one or more written consents describing the action taken, and such written consent may take the form of consent transmitted by electronic mail or other electronic voting system. Such action shall be effective when a majority of the Board of Directors voting on the action transmits the consent by the date specified. A consent transmitted under this Section 5.8 has the effect of a meeting vote and may be described as such in any document.

5.9. Inability of Board to Reach a Decision. Should a vote of the Board result in a tie, the question shall be presented to the Voting Members for a vote.

6.

Officers

6.1. Number and Titles. The Officers of the Corporation shall be Voting Members in good standing and shall consist of a President, a Vice-President/President-Elect, a Secretary, and a Treasurer (collectively, the "Officers").

6.2. Election of Officers. Election of Officers shall be by majority vote of the Board of Directors.

6.3. Term of Office, and Qualifications. The President and Vice President/President-Elect shall be limited to one term of office in such position and must be a voting member in good standing currently serving on the Board of Directors at the time of the election. Officers other than the President and Vice President/President-Elect must be a voting member in good standing at the time of the elections. Such officers are not limited in the renewals of their terms of office. All terms of office shall begin on November 1 of the year of election and end on October 31 of the year the term expires.

6.4. Vacancies. In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the

members of the Board of Directors then in office may elect an Officer to fill such vacancy, and the Officer so elected shall hold office for the remainder of the prior Officer's term and shall serve until the election and qualification of her successor.

6.5. President. The President shall be the chief executive officer of the Corporation and preside at all meetings of the membership and Board of Directors. The President shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to them by the Board of Directors.

- a) The President shall set a meeting attendance policy for Officers and Directors.
- b) The President may issue press releases and other public statements on behalf of the Corporation as follows:
 - (i) For routine, general, non-topical matters, including but not limited to such events as scholarship issuance and the announcement of Stonewall events, without previous board approval;
 - (ii) For news-related, political, or topical matters, particularly when the Corporation is approached by the media for comment, the President must have the approval of two-thirds of the Board of Directors before issuing a press release.

If the President is incapacitated, temporarily unable to function in his/her role as President, or has a conflict which renders him/her incapacitated in the short or long term, the Vice President/President-Elect shall serve in the position of President for all purposes under these Bylaws. The Vice President/President-Elect shall so serve in such capacity until the President is able to resume his/her responsibilities, or until the next election, whichever occurs first.

6.6. Vice President/President-Elect. The Vice President/President-Elect shall preside at all membership meetings and meetings of the Board of Directors in the absence of the President. The Vice President/President-Elect shall supervise the functioning of the various committees established by the Board of Directors, shall consult with the President in the exercise of the President's general charge and supervision of the business and affairs of the Corporation, and shall perform such other duties as may be assigned by the Board of Directors. The Vice President/President-Elect shall become President upon the expiration of his/her term of office as Vice President/President-Elect.

6.7. Secretary. The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors. He/she may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the President or the Board of Directors, the Secretary may affix the seal of the Corporation. He/she shall, in general, perform all the duties incident

to the office of Secretary, subject to the control of the Board of Directors, and shall do such other duties as may be assigned to her or him by the Board of Directors.

6.8. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of the duties of this office, in such sum and with such sureties as the Board of Directors may require. When necessary the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He/she shall sign all receipts and vouchers. The Treasurer shall, with at least one other person designated by the Board of Directors, have the authority to issue and sign checks so as to make such payments as may be necessary on behalf of the Corporation. He/she shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and the Treasurer shall exhibit such books at all reasonable times to any member of the Board of Directors on application at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

6.9. Other Officers. The Board of Directors may, in its sole discretion, create and appoint any other Officers it determines is in the best interests of the Corporation and with such duties incident to such office, subject to the control of the Board of Directors.

6.10. Compensation. The Officers shall not receive any compensation for their services as Officers. If requested, they shall be reimbursed for reasonable expenses incurred in the performance of their duties.

7.

Directors

7.1. Number, Term and Qualification of Directors. There shall be a Board of Directors consisting of not less than eight members. The Immediate Past President shall serve as an ex-officio member of the Board. Except for the initial members of the Board, one-half of whom shall serve one-year terms (to be chosen by lot) all Directors shall be elected for a term office of two years, provided, however, that Directors who are Student Members shall serve for terms of one year, subject to renewal. There is no limit to the number of consecutive terms a Director can serve. A candidate for Director must be a member in good standing of the Corporation. All terms of office for Directors shall begin on November 1 of the year of election (or such later date as election shall occur) and end on October 31 of the second year following election.

7.2. Nominating Committee. Each year, the President and Vice-President/President-Elect shall appoint a nominating committee composed of at least two members in good standing, who may, but need not be, Directors (the "Nominating Committee"). The President and Vice-President/President-Elect may appoint themselves to the Nominating

Committee. Appointments shall be made keeping in mind the principles of diversity expressed in Section 1. One person shall be designated to initially convene the Nominating Committee.

7.3. Procedures. The Nominating Committee shall elect its own chairperson and agree at the onset as to the general rules and procedures by which it shall be governed. A majority vote shall control all decisions.

7.4. Selections. For each vacant position, the Nominating Committee shall select one person with due regard for the principles of diversity expressed in Section 1. All nominees shall have been previously advised of their consideration and shall have agreed to accept the nomination and to devote the requisite time to serving. The report of the Nominating Committee shall be delivered, in writing, to the President and the Board of Directors for timely distribution to the members of the Corporation.

7.5. Election Procedures. The report of the Nominating Committee shall be provided to the membership as provided in Section 5.4 no later than 10 days prior to the Annual Meeting of the members of the Corporation. The report shall advise the membership that other nominations may be delivered to the Secretary no later than a date certain, which shall be no shorter than two weeks from the date of distribution of the report and no longer than thirty days therefrom. Any other nominations received by the Secretary by the deadline shall be considered valid; provided, that any proposed nominees shall have agreed to serve if elected. If no additional nominations are received by the Secretary, then the nominees of the Nominating Committee shall be deemed elected. If there are additional nominees, then the nominees of the Nominating Committee shall be deemed elected, and the existing full board shall then vote to appoint the additional nominees to the board, or, in the alternative, the board shall direct the Nominating Committee to supervise an election among the membership, for which the existing full board shall determine the total number of vacant positions for which all the nominees shall compete in the election. Written statements from the candidates may be circulated to the membership along with ballots, and the Nominating Committee may arrange for a membership forum whereby candidates may make oral presentations to the membership. The Nominating Committee shall have the power to decide any contests or controversies arising from the election, and shall certify the results of the election in writing to the Secretary.

8.

Committees

8.1. Committees of the Board of Directors. The Board of Directors shall have the power to create committees to carry on the business of the corporation. The President shall have the power to appoint the chairs and membership of these committees with approval of the Board of Directors. Notice shall be given to the membership of the committees so created with an opportunity for members to express an interest in serving on such committees.

8.2. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 5.6 of these Bylaws, regarding electronic presence at meetings of the Board of Directors, and Section 5.8 of these Bylaws, regarding actions by the Board of Directors without a meeting, shall be applicable to committees of the Board of Directors.

8.3. Compensation. The members of any committee shall not receive any compensation for their services as members of a committee. If requested, they shall be reimbursed for reasonable expenses incurred in the performance of their duties.

9.

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law. Agents or representatives need not be members of the Board of Directors.

10.

Books, Records and Reports

10.1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors.

10.2. Annual Reports. The Corporation shall file with the Georgia Secretary of State, such annual report on such forms and containing such information as the Secretary of State may prescribe.

11.

Contracts, Deposits, Checks and Contributions

11.1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or agent 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 a specific instance. Unless so authorized by the Board of Directors, no Officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

11.2. 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 elect.

11.3. Checks, Drafts, Orders for Payment. 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, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of any two of the Officers of the Corporation.

12.

Fiscal Year and Audit

12.1. Fiscal Year. The fiscal year of the Corporation shall commence on November 1 of each year and end on October 31.

12.2. Audit. The books of the Corporation may be audited annually by an independent Certified Public Accountant and the report of such accountant shall be filed with the records of the Corporation as soon as feasible after the end of the fiscal year.

13.

Prohibition Against Sharing in Corporate Earnings

No Director, Officer, employee, agent, representative or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Nothing in this Article shall prohibit the Corporation from holding joint fund-raising events or activities with other organizations and dividing the proceeds thereof in a manner approved by the Board of Directors.

14.

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a Director is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507.

15.

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt

under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

16.

Confidentiality

Directors, Officers, and Members shall maintain strict confidentiality regarding the names of members, volunteers, and contributors except when permission is given by the person affected to waive the confidentiality, such as when a member opts to participate in the Corporation's online directory. This confidentiality shall not apply to Officers and other members of the Board of Directors. This duty shall include, but shall not be limited to, the prohibition of the dissemination of the mailing list of the Corporation for compensation. For purposes of these Bylaws, any breach of this duty of confidentiality shall be deemed not to be in the best interests of the Corporation.

17.

Indemnification

Except as may be limited by these Bylaws, the Corporation shall indemnify its Directors and Officers to the fullest extent permitted under Section 14-3-850 et seq. of the Official Code of Georgia Annotated, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the Corporation in any and all capacities. By resolution duly adopted and except as may be limited by these Bylaws, the Board of Directors may authorize the corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 14-3-850 et seq. of the Official Code of Georgia Annotated, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its Directors, Officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

18.

Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the governing authority for conduct of all meetings of the Board of Directors and all committees and advisory boards, except where inconsistent with law, the Articles of Incorporation, these Bylaws or the rules adopted by the Board, any such committee, or advisory board for the conduct of its meetings.

19.

Mediation

In the event a dispute arises between members of the Board or among members of the Corporation during the course of performing the work of the organization, any member of the Corporation may request that the Board facilitate a mediation of the dispute. This request shall be

in writing to the President with a copy to the member or members of the Corporation with whom mediation is requested to be facilitated. The Board shall attempt to facilitate mediation of any such dispute so long as it can be provided without financial cost to the organization. In the event either party refuses mediation or the Board decides that the effort to facilitate the mediation is counterproductive or interfering with the other work of the organization, the effort will be terminated.

20.

Violation of Federal, State, or Local Laws, Rules, or Regulations

In the event that any part of these Bylaws is reasonably determined to violate federal, state, or local laws, rules, or regulations or jeopardize the Corporation's tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or comparable provisions of state law, the Board of Directors shall revise or delete such provision or provisions that are in violation or would violate federal, state, or local laws, rules, or regulations within 30 days' notice to the officers of such reasonable determination of violation.

21.

Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a two-thirds majority of the entire Board of Directors. Notice of the proposed changes shall be given by publication for at least fifteen days on the Corporation's website at www.stonewallbar.org, or by a separate notice containing the language of the proposed change in legislative format and explaining the reason for it.