



THE BY-LAWS OF THE HUMAN RIGHTS CAMPAIGN FUND
Adopted April 24, 1982

ARTICLE I NAME

The name of this corporation shall be the Human Rights Campaign Fund (the Fund).

ARTICLE II PURPOSE

The purpose of the Human Rights Campaign Fund shall be to advance the cause of lesbian and gay civil rights by supporting and educating candidates for federal elective office.

ARTICLE III BOARD OF DIRECTORS

There shall be a Board of Directors. The Board of Directors (the Board) is the governing body with the ultimate authority for the actions of the Fund, including having all powers and duties required to be exercised by the Board by federal, state and local law governing the corporation.

ELECTION AND MEMBERSHIP Adopted May 17, 1986

The Board of Directors shall be a self-perpetuating body. The number of members and their qualifications shall be determined by the Board. A term on the Board shall run for two years, with each term to begin and expire in the spring of every odd-numbered year.

ANY BOARD MEMBER WHO IS ABSENT FROM THREE CONSECUTIVE NATIONAL BOARD MEETINGS SHALL BE AUTOMATICALLY REMOVED FROM THE BOARD.

(Article III Continued)

MEETING AND VOTING

Meetings shall be at such times and places as the Board shall determine. A quorum shall consist of a simple majority of the Directors. All decisions shall be made by majority vote of those present at a meeting at which a quorum is present.

ARTICLE IV

OFFICERS

Amended June 18, 1983

POWERS AND DUTIES

The Executive Director shall be the chief executive officer of the corporation. He or she shall be responsible for all day-to-day activities of the Fund, within the policy guidelines and limitations established by the Board. The officers of the Fund shall have the authority and responsibility normally attached to the office except as limited by resolution of the Board.

NUMBER, SELECTION AND TENURE

The Fund shall have two Co-Chairs, a Secretary a Treasurer and a Vice-Treasurer. Officers shall be elected by the Board. An officer shall serve until her or his resignation or until a successor has been selected or until the office is abolished.

ARTICLE V

STAFF

Amended June 18, 1983

NUMBER, SELECTION

The Fund shall have those staff positions determined to be necessary by the Executive Director, consistent with the policies established by the Board. Staff members shall be appointed by the Executive Director, who shall fix their compensation, consistent with policies and budget established by the Board.

ADDITIONAL CONSULTANTS

In addition to salaried staff members, the Executive Director may appoint and enter into agreements with, as he or she determines necessary, political and fundraising consultants, accountants, legal counsel and any other person whose services will be beneficial to carrying out the purpose of the corporation, providing that such appointments are consistent with policies and budget established by the Board.

ARTICLE VI AMENDMENTS OF BY-LAWS

These By-Laws may be amended by a majority vote of the Board, provided seven days prior written notice is given of the proposed amendment, or provided all members of the Board waive such notices.

ARTICLE VII ANNUAL MEETING Amended June 18, 1983

Board shall hold an Annual Meeting for the election of officers; for action on By-Laws or amendments thereto, if necessary; to establish policies and programs for the coming year consistent with the purposes and goals of the Fund; and for the transaction of such other business as may properly come before the meeting at a time and place designated by the Board in the notice of meeting, or by the Executive Director in the Board's absence.

ARTICLE VIII FISCAL YEAR Amended October 10, 1984

The fiscal year shall be from January 1 through December 31.

ARTICLE IX ACTION Amended June 18, 1983

Unless specifically authorized by two-thirds of the Directors, no action shall be taken by the Board except at a meeting of the Board and by applicable majority vote. However, action otherwise required to be taken at a meeting of the Board may be taken without a meeting by the following procedure:

(Article IX Continued)

- (a) That such actions may be taken in the event that such is required between meetings of the board;
- (b) That such actions shall be initiated either by both Co-Chairpersons, or by the Treasurer, or by the Executive Director;
- (c) That for action by mail, ballots be sent to every Director which shall indicate the date for receipt of returned ballots by mail;
- (d) That for action by telephone, all reasonable efforts shall be made to contact all Directors for their votes.
- (e) That for action by mail or telephone, votes shall be recorded by name and date received;
- (f) That for action by mail or telephone, a majority shall be deemed to be fifty percent plus one of the number of Directors then in office.

ARTICLE X

DISSOLUTION

In the event of the dissolution of the Fund, assets of the Fund remaining after discharge of all liabilities shall be distributed to an organization having similar objectives, as determined by the Board.