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Form **990-EZ**Department of the Treasury  
Internal Revenue Service**Short Form**  
**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

**2009****Open to Public  
Inspection****A** For the 2009 calendar year, or tax year beginning

, 2009, and ending

, 20

**B** Check if applicable:

- ☒ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

Please  
use IRS  
label or  
print or  
type.  
See  
Specific  
Instruc-  
tions.**C** Name of organization**EQUALITY FEDERATION**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

**567 SUTTER STREET, 3RD FLOOR**

City or town, state or country, and ZIP + 4

**SAN FRANCISCO, CA 94102****D** Employer identification number**81-0670152****E** Telephone number**415-252-0510****F** Group Exemption

Number ►

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Accounting Method: ☐ Cash ☒ Accrual  
Other (specify) ►**I** Website: ► [www.equalityfederation.org](http://www.equalityfederation.org)**J** Tax-exempt status (check only one) — ☒ 501(c) ( 4 ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527**H** Check ► ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K** Check ► ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ. \$ **269,848.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received . . . . .	1	154,169.
	2	Program service revenue including government fees and contracts . . . . .	2	62,933.
	3	Membership dues and assessments . . . . .	3	52,713.
	4	Investment income . . . . .	4	24.
	5a	Gross amount from sale of assets other than inventory . . . . .	5a	
	5b	Less: cost or other basis and sales expenses . . . . .	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► <input type="checkbox"/>		
	7a	Gross revenue (not including \$ _____ of contributions reported on line 1) . . . . .	7a	
Expenses	7b	Less: direct expenses other than fundraising expenses . . . . .	7b	
	6c	Net income or (loss) from special events and activities (Subtract line 7b from line 7a) . . . . .	6c	
	7a	Gross sales of inventory, less returns and allowances . . . . .	7a	
	7b	Less: cost of goods sold . . . . .	7b	
	7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	7c	8.
	8	Other revenue (describe ► _____) . . . . .	8	
	9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 . . . . .	9	269,848.
	10	Grants and similar amounts paid (attach schedule) . . . . .	10	
	11	Benefits paid to or for members . . . . .	11	
Net Assets	12	Salaries, other compensation, and employee benefits . . . . .	12	78,735.
	13	Professional fees and other payments to independent contractors . . . . .	13	40,294.
	14	Occupancy, rent, utilities, and maintenance . . . . .	14	8,629.
	15	Printing, publications, postage, and shipping . . . . .	15	2,717.
	16	Other expenses (describe ► <b>SEE STATEMENT 1</b> ) . . . . .	16	109,982.
	17	<b>Total expenses.</b> Add lines 10 through 16 . . . . .	17	240,355.
	18	Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	18	29,493.
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	19	106,751.	
20	Other changes in net assets or fund balances (attach explanation) <b>SEE STATEMENT 2</b> . . . . .	20	-4,966.	
21	Net assets or fund balances at end of year. Combine lines 18 through 20 . . . . .	21	131,278.	

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments . . . . .	21,818.	22 14,243.
23 Land and buildings . . . . .	0.	23 0.
24 Other assets (describe ► <b>SEE STATEMENT 3</b> ) . . . . .	110,645.	24 133,085.
25 <b>Total assets</b> . . . . .	132,463.	25 147,328.
26 <b>Total liabilities</b> (describe ► <b>SEE STATEMENT 4</b> ) . . . . .	25,712.	26 16,051.
27 <b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21) . . . . .	106,751.	27 131,278.

9-5

14

**Part III** Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? **Achieve equality for lgbt people in all U.S. states and territories**  
 Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
 (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

<b>28</b>	<b>Member Services: provided technology and advocacy support services to more than 50 state-based member organizations working to end discrimination against lesbian, gay, bisexual and transgender people.</b>		
	(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>28a</b>	<b>160,909.</b>
<b>29</b>	<b>National Collaborative: served as fiscal sponsor for an on-going coalition to coordinate resources from national organizations and foundations to support LGBT education efforts.</b>		
	(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>29a</b>	<b>25,591.</b>
<b>30</b>			
	(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>30a</b>	
<b>31</b>	<b>Other program services (attach schedule)</b>		
	(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>31a</b>	
<b>32</b>	<b>Total program service expenses (add lines 28a through 31a)</b>	<b>32</b>	<b>186,500.</b>

**Part IV** List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
TONI BROADDUS 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	PRESIDENT & EXECUTIVE DIRECTOR, 12 HRS/WK	22,404.	245.	0.
IAN PALMQUIST 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR & CHAIR, 5 HRS/WK	0.	0.	0.
ROSS LEVI 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR & SECRETARY, 5 HRS/WK	0.	0.	0.
A.J. BOCKELMAN 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR & TREASURER, 5 HRS/WK	0.	0.	0.
HOWARD BAYLESS 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
MO BAXLEY 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
JULIE BRUEGGEMANN 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
JODY COFER 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
JEANNA FRAZZINI 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
ALICIA SKILLMAN 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
MARK ST. JOHN 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
GUNNER SCOTT 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
PAUL SCOTT 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
DAVID TOTH 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.
RHONDA WHITE 567 SUTTER ST, 3RD FL, SAN FRANCISCO, CA 94102	DIRECTOR, 3 HRS/WK	0.	0.	0.

**Part V Other Information** (Note the statement requirements in the instructions for Part V.)

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	<b>33</b>	<input checked="" type="checkbox"/>
<b>34</b> Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes . . . . .	<b>34</b>	<input checked="" type="checkbox"/>
<b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but <b>not</b> reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
<b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements? . . . . .	<b>35a</b>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>35b</b>	N/A
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .	<b>36</b>	<input checked="" type="checkbox"/>
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> 0.		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<b>37b</b>	N/A
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return? . . . . .	<b>38a</b>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . .	<b>38b</b>	N/A
<b>39</b> Section 501(c)(7) organizations. Enter.		
<b>a</b> Initiation fees and capital contributions included on line 9 . . . . .	<b>39a</b>	N/A
<b>b</b> Gross receipts, included on line 9, for public use of club facilities . . . . .	<b>39b</b>	N/A
<b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
<b>b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .	<b>40b</b>	<input checked="" type="checkbox"/>
<b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶ 0.		
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ▶ 0.		
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .	<b>40e</b>	<input checked="" type="checkbox"/>
<b>41</b> List the states with which a copy of this return is filed. ▶ <u>CA</u>		
<b>42a</b> The organization's books are in care of ▶ <u>HUGH GRAHAM</u> Telephone no. ▶ <u>415-252-0510</u> Located at ▶ <u>567 SUTTER STREET, 3RD FLOOR, SAN FRANCISCO, CA</u> ZIP + 4 ▶ <u>94102</u>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	<b>42b</b>	<input checked="" type="checkbox"/>
If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.? . . . . .	<b>42c</b>	<input checked="" type="checkbox"/>
If "Yes," enter the name of the foreign country: ▶ _____		
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ <b>43</b>		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>44</b>	<input checked="" type="checkbox"/>
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>45</b>	<input checked="" type="checkbox"/>

**Part VI**

**Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
<b>46</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	<b>46</b>	
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .	<b>47</b>	
<b>48</b> Is the organization a school as described in section 170(b)(1)(A)(iii)? If "Yes," complete Schedule E . . . . .	<b>48</b>	
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization? . . . . .	<b>49a</b>	
<b>b</b> If "Yes," was the related organization a section 527 organization? . . . . .	<b>49b</b>	

**50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

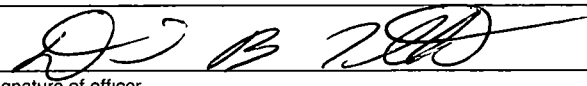
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

**f** Total number of other employees paid over \$100,000 . . . . . ▶ \_\_\_\_\_

**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

**d** Total number of other independent contractors each receiving over \$100,000 . . . ▶ \_\_\_\_\_

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge	
	 Signature of officer	11-15-10 Date
	<b>DAVID TOTH, TREASURER</b> Type or print name and title	

<b>Paid Preparer's Use Only</b>	Preparer's signature ▶	Date	Check if self-employed ▶ <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	EIN ▶	Phone no ▶	

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ▶ ☐ Yes ☐ No

**FORM 990-EZ  
YEAR ENDED DECEMBER 31, 2009**

**STATEMENT 1  
PART I, LINE 16  
OTHER EXPENSES**

Member technology	\$ 82,989.
Office expenses	7,950.
Fundraising	5,044.
Information technology	3,821.
Marketing	948.
Travel	1,270.
Insurance	3,237.
Depreciation	848.
Filing fees	1,759.
Bank service fees	564.
Recruitment	1,299.
Miscellaneous	252.
<b>Total other expenses</b>	<b>\$ 109,982.</b>

**STATEMENT 2  
PART I, LINE 20  
OTHER CHANGES IN NET ASSETS  
OR FUND BALANCES**

Prior period adjustment	<u><u>- \$4,966.</u></u>
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**STATEMENT 3  
PART II, LINE 24  
OTHER ASSETS**

	Beginning of Year	End of Year
Due from related organization	\$ 84,738.	\$ 109,209.
Accounts receivable	0.	950.
Prepaid expenses	6,087.	4,665.
Fixed assets, net of depreciation	12,102.	8,775.
Deposits	7,718.	9,487.
<b>Total other assets</b>	<b>\$ 110,645.</b>	<b>\$ 133,085.</b>

FORM 990-EZ  
YEAR ENDED DECEMBER 31, 2009

STATEMENT 4  
PART II, LINE 26  
TOTAL LIABILITIES

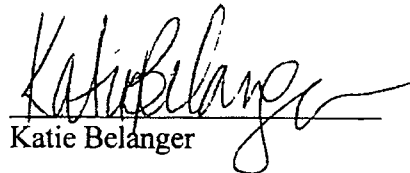
	Beginning of Year	End of Year
Accounts payable	\$ 21,638.	\$ 10,122.
Payroll liabilities	450.	3,150.
Accrued paid leave	3,624.	2,778.
Total liabilities	<u>\$ 25,712.</u>	<u>\$ 16,051.</u>

**CERTIFICATION OF SECRETARY  
OF BYLAWS**

I certify that I am the duly qualified and acting Secretary of Equality Federation, and that the attached Bylaws, as duly amended by the Board of Directors on September 3, 2009, are currently in effect.

Dated: \_\_\_\_\_

11/10/10

  
Katie Belanger



BYLAWS  
OF  
EQUALITY FEDERATION

As Adopted As of

**June 8, 2005**

ARTICLE I

NAME AND PURPOSES

Section 1.01 Name: The name of the organization is Equality Federation.

Section 1.02 Purpose: The Corporation is organized for the purposes of: eliminating prejudice and discrimination and securing civil rights for lesbian, gay, bisexual and transgender (LGBT) Americans by: (1) strengthening and supporting statewide civil rights leaders; (2) nurturing, recruiting and sustaining strong statewide LGBT advocacy and education organizations; and (3) articulating and implementing a vision for the LGBT movement that grows out of state and local communities.

ARTICLE II

AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01 Authority of Directors: The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation's operations.

Section 2.02 Number of Directors: The Board shall consist of no more than 18 nor fewer than 8 Directors. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office.

Section 2.03 Eligibility of Directors: Representative Directors shall be individuals who serve as the Delegates of organizational members of the Equality Federation. A Representative Director who separates from the organization of which they were a Delegate when elected to the Board shall be ineligible to retain that Board position, and the seat shall be deemed vacant as of the date of their separation from their member delegation.

At-Large Directors shall be individuals who do not currently serve as staff or board members of any organizational member of the Equality Federation and who support the mission of the

Federation. An At-Large Director who becomes a staff or Board member of an organizational member of the Equality Federation shall be ineligible to retain that Board position, and the seat shall be deemed vacant as of the date of their joining the staff or Board of a Federation member organization.

The Executive Director is an *ex officio* member of the Board.

Section 2.04 Election of Directors: The first Board of Directors of the Corporation shall consist of the Executive Director and those persons named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors. Thereafter, at each Annual Meeting of the membership, the Delegates shall elect Directors as described in Sections 2.05 and 2.06, each Director to hold office for a term of two years or until his or her successor has been elected and qualified.

Section 2.05 Election of Representative Directors: A total of twelve Representative Directors will be elected by the Delegates of member organizations; six Representative Directors will be elected in odd-numbered years and six Representative Directors will be elected in even-numbered years. At the Annual Meeting of the membership, the Board will present a slate of nominations to the membership. Additional nominations for Representative Directors will be taken from the Delegates. Each Delegate shall vote by secret ballot for the number of candidates equal to the number of Directors to be elected. Candidates with the most votes shall become Representative Directors. In the event of a tie, a runoff election shall be held between the candidates in question.

Section 2.06 Election of At-Large Directors. A total of five At-Large Directors will be elected by the Delegates of member organizations; three At-Large Directors will be elected in the odd-numbered years, and two At-Large Directors will be elected in the even-numbered years. At the Annual Meeting of the membership, the Board will present a slate of nominees for At-Large Directors to the membership. The number of nominees shall not exceed the number of seats to be filled. No additional nominations will be taken from the floor. Each Delegate shall vote by secret ballot on each nominee, voting "Yes" to affirm the Board's recommended nominee and "No" to reject the Board's recommended nominee. Nominees receiving a majority of "Yes" votes shall become At-Large Directors. Nominees receiving a majority of "No" votes shall not become Directors, and may not be appointed to fill any unexpired term prior to the next Annual Meeting. Each At-Large Director shall hold office for a term of two years or until his or her successor has been elected and qualified.

Section 2.07 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by two-thirds vote of the entire Board.

Section 2.08 Vacancies: Vacancies existing by reason of a Director's resignation, death, incapacity, removal, or separation from their member organization before the expiration of

a term may be filled by the Board. A seat vacated by a Representative Director must be filled by a candidate who meets the criteria for a Representative Director, and a seat vacated by an At-Large Director must be filled by a candidate who meets the criteria for an At-Large Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

Section 2.09 Meetings: The Board shall hold at least one (1) regular meeting annually, which shall be known as the Annual Meeting. The Board may also hold regular meetings at such times and places as the Board shall determine. Special meetings may be called by the President, the Chair, or any two (2) Directors with telephone or written notice, including notice by electronic mail, to every board member at least 3 business days in advance of the meeting. The notice of any meeting shall state the date, time, and place of such meeting. Meetings may be held by conference call.

The President or the Chair may call an Emergency Meeting with less than 3 days notice, provided that an attempt is made to contact every board member by both telephone and electronic mail, and that at least two-thirds of the board consent to meet without the notice otherwise required by the preceding paragraph.

Any Director who misses three consecutive Board meetings, or a total of five meetings within a year, without a leave of absence approved by a majority of the Board, shall be deemed to have resigned. Should a disagreement regarding this matter arise, the Board of Directors is granted the authority to review and either uphold the removal or to grant special dispensation to this rule on a case-by-case basis.

Section 2.10 Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Director at a meeting, in person or by conference telephone, without objection to the lack of notice of the meeting, shall also waive notice by such Director.

Section 2.11 Quorum and Voting: Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Directors in office. All decisions will be made by majority vote of those present at a meeting at which a quorum is present.

Section 2.12 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.13 Participation in Meeting by Conference Telephone: Any or all members of the Board may participate in a meeting by conference telephone or similar communications

equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Section 2.14 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for reasonable documented expenses incurred in the performance of their duties to the Corporation. In addition, Directors who also serve as employees of the Corporation may be compensated for their service as employees. The voting members of the Board shall include no more than one (1) or 10% of its members who are directly compensated person(s), such as a paid staff member, or indirectly compensated person(s), such as a spouse, domestic partner, or family relation of a paid staff member. A compensated person serving on the Board shall not serve as Chair or Treasurer.

### ARTICLE III

#### COMMITTEES

Section 3.01 Composition: The Board may designate committees and appoint committee members. Those committees that exercise the authority of the Board shall consist only of Directors and include at least two (2) individuals.

Those committees that do not have or exercise the authority of the Board shall consist of at least two (2) individuals.

Section 3.02 Procedures & Authority: For both types of committees, the Board may make provisions for appointment of the chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

Section 3.03 Non-Delegation of Fiduciary Duty: The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

### ARTICLE IV

#### MEMBERS

Section 4.01 Members: Membership in the Equality Federation shall be open to any organization that meets the following criteria:

1. Is working to win equality for lesbian, gay, bisexual, and/or transgender people in its state; and
2. Is statewide in mission, as stated in the organization's Mission Statement, Bylaws, or Articles of Incorporation; and
3. Is non-partisan; and
4. Is an independent state organization; and

5. Is an advocacy organization; and
6. Has a governing board.

Criteria may be further defined by the Board of Directors. Organizations that meet these criteria may be approved by the Board of Directors as new members of Equality Federation. The Board of Directors, in its discretion, may review the eligibility and status of continuing members when appropriate.

The Board of Directors may also admit other local, state, or regional organizations as nonvoting associate members or observers for purposes that are consistent with the mission of Equality Federation.

Section 4.02 Dues and Membership Term: The Board of Directors shall adopt a comprehensive plan or schedule of membership dues that will produce revenues for the Corporation in a fair and equitable manner from each of the Members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board of Directors to reflect the needs of the Corporation. Regular members shall pay dues annually on or before July 1 and annually affirm their eligibility and desire to be members.

Dues may be waived in part or in whole upon approval by a majority of Directors of an application for waiver by a member organization.

Failure to pay dues or obtain a waiver may result in the immediate and complete termination or suspension of member benefits without further action by the Board.

Section 4.03 Member Delegates: Each Federation member organization shall designate a Delegate to represent and exercise the rights of the member organization.

Section 4.04 Rights: Members in good standing shall have the right to elect Directors of the corporation. Members shall have the right to participate in programs and services and to access discounts on those programs and services provided by the corporation according to rules approved by the Directors.

Section 4.05 Annual Meeting: An Annual Meeting of the members shall be held for the election of Directors and the transaction of other business as may properly come before the members on a date determined by the Board of Directors.

Section 4.06 Special Meetings: Special meetings may be called by the Chair or the Board. Special meetings may also be convened by members entitled to cast twenty-five percent of the total number of votes entitled to be cast at such meeting.

Section 4.07 Place and Time of Meetings: Meetings of members may be held at such place, within or without the District of Columbia, and at such hour as may be fixed in the notice of the meeting.

Section 4.08 Notice of Annual and Special Meetings: Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, in the case of a meeting to be held in-person, be delivered not less than twenty (20) nor more than ninety (90) days before the date of the meeting, personally or by mail or by electronic notice, by or at the direction of the Chair, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. In the case of a meeting to be held by teleconference, notice shall be delivered in the same manner not less than seven (7) nor more than thirty (30) days before the date of the meeting.

If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his/her address as it appears in the records of the Corporation.

Section 4.09 Waivers of Notice: Whenever notice is required to be given to any member under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such member.

Section 4.10 Quorum: Delegates of members having at least twenty-five percent of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The member Delegates present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Members who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be deemed to be present for purposes of consideration of the matters upon which they have voted.

If a meeting cannot be organized because the quorum requirement has not been met, those present may adjourn the meeting until a subsequent meeting at which quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 4.11 Proxies: A member entitled to vote may vote in person or may authorize another person to act for such member by proxy. No proxy shall be valid after eleven (11) months from the date of its execution by delivery to the proxy holder, 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.

A member, or his duly authorized officer, director, employee, or agent, may authorize another person to act for the member as proxy by transmitting or authorizing the transmission of a telephone call, telegram, cablegram electronic mail, or any other means of electronic or telephonic transmission to the person who will be the holder of the proxy, provided that the member shall state or submit information from which it can be determined that the method of voting was authorized by the member.

Section 4.12 Vote: Each member organization shall have one (1) vote which may be exercised by a Delegate appointed by that organization. Associate members may participate in business meetings but may not vote. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Voting on all matters may be conducted by mail, telephone call, telegram, electronic mail, or any other means of electronic or telephonic transmission provided that the member shall state or submit information from which it can be determined that the method of voting chosen was authorized by the member.

The Secretary of the Corporation shall make such reasonable efforts as necessary to establish the validity of votes cast by mail, telephone call, telegram, cablegram electronic mail, or any other means of electronic or telephonic transmission.

Section 4.13 Presiding Officer and Secretary: At any meeting of the members, if neither the Chair of the Board nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

## ARTICLE V

### AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

Section 5.01 Officers: The officers of the Corporation shall be a Chair, a Vice-Chair a President, a Secretary, a Treasurer, and such other officers as the Board may designate. The offices of President and Secretary may not be held by the same person.

#### Section 5.02 Election of Officers; Terms of Office:

The Chair, the Vice-Chair the Secretary, and the Treasurer, who shall serve 1-year terms, shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and shall be filled by the Board, at a meeting or by action in writing pursuant to Section 2.11 for a term expiring at the next succeeding Annual Meeting. Officers shall be eligible for reelection.

The election of the Chair, the Vice-Chair, the Secretary and the Treasurer shall be by the following means. Any member of the board may be nominated for any position, except the Executive Director. Each Director shall vote by secret ballot for one candidate for each office.

In the event that there is a tie, a runoff between the two candidates with the most votes shall be held immediately.

The Board of Directors shall appoint the person serving as Executive Director to serve as President at the first meeting of the Board of Directors after the annual membership elections.

Section 5.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

- (a) Chair: The Chair shall have the independent authority to convene and preside at all meetings of the Board of Directors and all meetings of the Equality Federation membership, shall represent the Equality Federation to the public, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors. The Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution. A Chair who misses two consecutive Board or membership meetings, or a total of four meetings within one year, without a leave of absence approved by a majority of the Directors, shall be deemed to have resigned from office.
- (b) Vice-Chair: The Vice-Chair shall preside at meetings of the Board of Directors in the absence of the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution.
- (c) President: The President shall have the independent authority to convene and preside at meetings of the Board of Directors and meetings of the Equality Federation membership, shall represent the Equality Federation to the public, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors. The President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution. The President shall serve only during the term of his or her office as an ex officio member of the Board.
- (d) Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors and the distribution of the meeting minutes to the Directors in a timely manner, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.



- (e) Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors and at every meeting of the Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board.

Section 5.04 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written or electronic notification or a later date if provided in the written notification.

Section 5.05 Removal: One or more officers may be removed by a two-thirds majority vote of the Board at a meeting called for that purpose, with or without cause.

Section 5.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

Section 5.07 Executive Director: The Board of Directors shall hire the Executive Director of the Corporation. Unless a contract, these bylaws, or a law provide otherwise, the Board may remove such Executive Director at any time with or without cause at a meeting called for that purpose. The Executive Director shall have general and active management of the programs and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The Executive Director shall be appointed annually by the Board of Directors to serve as President of the corporation Board of Directors.

## ARTICLE VI

### INDEMNIFICATION

#### Section 6.01 Definitions:

“Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding.

“Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

Section 6.02 Right to Indemnification: Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Corporation may, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 6.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 6.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section 6.02 above.

Section 6.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors or other lawful representative.

Section 6.05 Interim Indemnification: The Corporation may, with respect to a Matter described in Section 6.02, advance attorneys fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section 6.02 above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section 6.02 above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under Section 6.03, and (c) deposits a bond or equivalent security.

Section 6.06 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him/her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE VII

### FINANCIAL ADMINISTRATION

Section 7.01 Fiscal Year: The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

Section 7.02 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.03 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year.

## ARTICLE VIII

### RECORDS

Section 8.01 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken.

## ARTICLE IX

### AMENDMENT OF BYLAWS

Section 9.01 Amendments: These Bylaws may be amended by a two-thirds vote at any Board Meeting with a quorum, except as provided elsewhere in these Bylaws.

## ARTICLE X

### NONDISCRIMINATION POLICY

Section 10.01 Employment Nondiscrimination. The Equality Federation follows an equal employment opportunity policy, and employs personnel and contractors without regard to race, ethnicity, color, religion, national origin, sex, sexual orientation, gender identity or expression, age, physical or mental handicap, AIDS or HIV status, veteran status, or marital status.

Section 10.02 Nondiscrimination Policy Applicability. This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants, and in dealing with the general public.

Amended August 4, 2005  
Amended August 18, 2005  
Amended August 7, 2006  
Amended August 9, 2007  
Amended November 8, 2008  
Amended January 9, 2009  
Amended February 4, 2009  
Amended September 3, 2009