

MINUTES OF THE COMBINED ORGANIZATIONAL
MEETING AND OF THE FIRST MEETING OF THE
MEMBERS AND FIRST MEETING OF DIRECTORS

The combined organizational meeting and the first meeting of members and the first meeting of directors of the LAMBDA Legal Defense and Education Fund, Inc. was held at 220 East 42nd Street in the City of New York, County of New York, State of New York at 3:00 pm on the 10th day of November 1973 pursuant to actual notice given by William J. Thom, the incorporator, to all the directors and members.

Present were: William J. Thom, E. Carrington Boggan, Michael J. Lavery, D. Nicholas Russo, and Rodney L. Eubanks. As set forth in the Certificate of Incorporation, Messrs. Thom, Boggan and Lavery constituted the initial Board of Directors.

On motion duly made and seconded, Mr. Thom was elected chairperson of the meeting and D. Nicholas Russo was elected secretary of the meeting.

Mr. Thom announced that the certificate of incorporation had been duly filed by the Department of State on the 29th of October 1973. The secretary was directed to file the filing receipt with the minutes together with a copy of the Certificate of Incorporation as filed.

Upon motion duly made and seconded, the number of directors was set at six.

Mr. Thom declared that nominations for directors for the three vacancies to serve until the next annual meeting of the members were in order. The following were nominated and duly elected:

Rodney L. Eubanks

Shepherd I. Raimi

D. Nicholas Russo

Mr. Thom then presented to the meeting a set of By-Laws for the regulation of the affairs of the Corporation. The By-Laws were read and discussed article by article, and upon motion duly made and seconded, they were adopted in the form attached to these minutes as the By-Laws of the Corporation.

Upon motion duly made and seconded, the time for the regular meetings of the Board of Directors was set as the first Wednesday of every month at 6 pm.

Mr. Thom then declared that nominations for the Corporation's officers were in order. The following were nominated and duly elected:

William J. Thom - President

E. Carrington Boggan - Executive Vice-President

D. Nicholas Russo - Secretary

Rodney L. Eubanks - Treasurer

The matter of corporate office space was brought to the Board's attention. By unanimous vote Mr. Boggan was authorized to make inquiries into suitable office space for the Corporation.

Mr. Thom then cited the need for bank resolutions, and the Board unanimously adopted the standard Chase Manhattan Bank resolution in the form attached to these minutes and authorized the President to open the Corporation's account at the Chase Manhattan Bank.

Mr. Thom observed that the Corporation will need an accountant. By unanimous vote, Mr. Lavery was requested to draft a letter to be sent to a number of large New York accounting firms to determine their availability and fees.

Upon motion duly made and seconded, Mr. Boggan was authorized to prepare a fund-raising proposal to be submitted to Dr. Howard Brown and to the directors for suggestions and then to be sent to selected foundations in the form finally approved by Mr. Boggan.

Upon motion duly made and seconded, Mr. Eubanks was placed in charge of obtaining tax-exempt status for the Corporation from the Internal Revenue Service.

Mr. Thom then presented the names of the following persons, who were all unanimously ratified, to serve on the Corporation's Board of Advisors:

Representative Bella Abzug
Merrell E. Clark, Jr., Esq.
Rev. John Corn
Prof. Martin Duberman
Neal Johnston, Esq.
Marilyn Haft, Esq.
State Senator Carol Bellamy
Howard Brown, M. D.
James Fishman, Esq.

As the Corporation's first legal project, the Executive Vice-President was instructed to institute an action against New York State's consensual sodomy laws before the end of 1973 under the declaratory judgment law.

There being no further matters to be transacted, the meeting was adjourned.

Secretary

The signing of these minutes by the directors, members and incorporator shall constitute full ratification

thereof and waiver of notice of the meeting by the signatories.

Member

Director

Member

Director

Member

Director

Member

Director

Member

Director

Member

Director

Incorporator