

**Bylaws of Out Professionals Educational Foundation Inc,
a New York Nonprofit Corporation**

1. Formation

This corporation was formed by filing its Certificate of Incorporation with the New York Department of State.

2. Offices

a. Principal Executive Office

The location of the principal office of the corporation will be within the state of New York at an address fixed by the board of directors.

b. Other Offices

The corporation may have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

3. Nonprofit Purposes

a. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

b. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

The Out Professionals Educational Foundation will support Out Professionals in providing career-building information to Out Professionals' members and the public at large on subjects useful to the membership and beneficial to the community. Our programming features career-advancing and life-enhancing webinars, in-person seminars, and industry panels.

The Foundation plans to develop OUTstanding, a free mentoring program where experienced professionals can share their knowledge and expertise with junior professionals and those just entering the workforce.

Out Professionals is organized and operated to help advance the careers of established and aspiring LGBTQ (lesbian, gay, bisexual, transgender, questioning/queer) professionals and the greater community.

The Foundation will support Out Professionals by funding or directly supporting or conducting these educational and charitable activities in the future to the extent it is able to do so.

4. Directors

a. Number

The corporation will have a minimum of 3 directors and a maximum of 8 directors. Collectively they shall be known as the board of directors.

- The initial number of directors is 4.
- The members of the board of directors shall constitute the membership of the corporation.

b. Qualifications

Directors shall be natural persons and of the age of majority in this state.

c. Powers

Subject to any limitations in the articles of incorporation, these bylaws, and provisions of state law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

d. Duties

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their mailing address with the corporation, which address may be used for valid notice hereunder.

e. Term of Office

Each director shall hold office for a period of one year until his or her successor is elected and qualifies.

f. Compensation

Directors shall serve without compensation for their services as director except that they may receive reasonable reimbursement of expenses incurred in the performance of their duties as director. Any payments to directors for services performed in a capacity other than as director shall be approved in advance in accordance with this corporation's conflict of interest policies, as set forth in these bylaws.

g. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

h. Regular Meetings

A regular meeting of directors (the annual meeting) shall be held each year during the month of September for the purpose of electing directors and transacting such other business as may be required.

Voting for the election of directors shall be by written ballot if the board meeting is in person. If the meeting is held virtually, votes will be sent to the secretary online and recorded with digital proof.

Each director may cast one vote per candidate, and may vote for as many candidates as the number of directors to be elected. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Other regular meetings of directors shall be held at such time and place as determined by the chairperson of the board, the president of the corporation, or board resolution.

If the day fixed for a meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

i. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by any person specifically authorized under the laws of this state to call special meetings. Such meetings shall be held at the principal office of

the corporation or, if different, at the place designated by the person or persons calling the special meeting.

j. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

1. **Regular Meetings.** No notice need be given of any annual or regular meeting held on the date, place, and time specified in these bylaws. For any other regular meeting of the board, directors shall receive ten (10) days' prior notice specifying the date, place, and time of such meeting.
2. **Special Meetings.** Seven (7) days prior notice of any special meeting of the board shall be given to each director, unless 48 hours or a shorter time is allowed by state law. Such notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
3. **Notice.** Any notice required hereunder shall be given in writing by first-class, registered, or certified mail; or may be given in person, orally, or by electronic transmission if permitted by state law. Such notice shall be delivered to each director at an address or number provided by the director to the corporation specifically for the purpose of valid notice hereunder.
4. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. A director who is present at any meeting and who shall not have protested prior to the meeting, or at its commencement, to the lack of notice, shall be deemed to have waived notice of such meeting.

k. Quorum for Meetings

A quorum shall consist of a majority of the members of the board of directors then in office. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such meeting is a motion to adjourn.

l. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

m. Action Without a Meeting

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the unanimous written consents thereto by the members of the board or any such committee shall be filed with the minutes of the proceedings of the board or such committee and shall otherwise comply with all applicable state law requirements.

n. Meetings by Telephone or Digital Virtual Platform

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any one or more members of the board or any committee thereof may participate in any meeting, regular or special, of the board or such committee by means of telephone or a digital virtual platform (example: Zoom) accessible and made available to all board members allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

o. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her

absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

p. Vacancies; Removal; Resignation

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

q. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

r. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

s. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

5. Officers

a. Designation of Officers

The officers of the corporation shall be a president and a secretary. The corporation may also have a treasurer, chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and such other officers with such titles as may be determined from time to time by the board of directors. Any person may hold two or more offices except that the president shall not also be the secretary.

b. Qualifications

Any person may serve as officer of this corporation.

c. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

d. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

e. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

f. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors and shall appoint members to board committees. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

g. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president, if named, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

h. Duties of Secretary

The secretary shall have charge of such books, documents, and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of all meetings of the corporation; shall give, or cause to be given, notice of all meetings of the corporation; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are directors of the corporation, showing their places of residence, and the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

i. Duties of Treasurer

The treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

j. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policies, as set forth in these bylaws.

6. Committees

a. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of two or more board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

b. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

c. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

7. Execution of Instruments, Deposits, and Funds

a. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

b. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

c. 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 select.

d. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

8. Corporate Records, Reports, and Seal

a. Maintenance of Corporate Records

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A copy of the corporation's articles of incorporation and bylaws as amended to date,
4. Such other records and documents as may be required by law or these bylaws.
5. All records of the organization shall be available in digital form and stored on a secure website for access by the board of directors and officers of the corporation.

b. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

c. Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

d. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

e. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or any other entity, to be so prepared and delivered within the time limits set by law.

9. IRC 501(c)(3) Tax Exemption Provisions

a. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

b. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

c. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

d. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

10. Conflicts of Interest

a. Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the interested person shall

- (i) fully disclose the nature of the interest, and
- (ii) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so and the transaction was fair and reasonable as to the corporation at the time the corporation enters the transaction. The minutes of meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval. The corporation shall comply with all other state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

b. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the corporation's conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

c. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

11. Finances

a. Fiscal Year

The tax year of this corporation shall end on the last day of the month of December.

b. Budget

The board of directors shall prepare and adopt a budget each year.

c. Annual Financial Statement

The corporation shall prepare an annual financial statement for distribution to board members.

d. Fiscal Policy

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls; the signing of checks; the obligation of funds; the approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

12. Amendment of Bylaws

Except as may otherwise be specified under provisions of law or these bylaws, these bylaws may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

13. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, gender identity, national origin, disabling condition, age, sexual orientation, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

14. Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern. Should any of the provisions or

portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

15. Certificate

This certifies that the foregoing is a true and correct copy of the bylaws of the corporation named in the title, and that these bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Adopted by Board of Directors:

August 30, 2021
Jeff Covington, Secretary