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12 Attorneys for Plaintiff
13 LOG CABIN REPUBLICANS

14 UNITED STATES DISTRICT COURT
15 CENTRAL DISTRICT OF CALIFORNIA

16 LOG CABIN REPUBLICANS,

17 Plaintiff,

18 v.

19 UNITED STATES OF AMERICA and
20 ROBERT M. GATES, SECRETARY
21 OF DEFENSE, in his official capacity,

22 Defendant.

Case No. CV 04-8425 VAP (Ex)

**DECLARATION OF CRAIG ENGLE
IN SUPPORT OF PLAINTIFF'S
OPPOSITION TO DEFENDANTS'
MOTION FOR SUMMARY
JUDGMENT**

Date: April 26, 2010
Time: 2:00 p.m.
Courtroom: 2

Discovery Cutoff: Mar. 15, 2010
Trial: June 14, 2010

DECLARATION OF CRAIG ENGLE

I, Craig Engle, declare as follows:

1. I am over 18 years old and, if called as a witness, I would be able to testify competently, of my own personal knowledge, to the truth of the matters contained in this declaration.
2. I am a partner of Arent Fox, LLP and a member of the firm's government relations practice. I have extensive experience advising political committees, ideological groups and corporations on legal, legislative and political issues.
3. Since 2002, I have regularly served as outside counsel for plaintiff Log Cabin Republicans. I have advised Log Cabin Republicans on a wide variety of issues, including corporate governance matters such as advice regarding revisions to, and interpretation of, the organization's bylaws.
4. Attached as Exhibit A hereto is a true and correct copy of Log Cabin Republicans' current bylaws. These bylaws have been in effect since January 14, 2006.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this Second day of April 2010, at Washington, D.C.



Craig Engle

Exhibit A

LCR, Inc.

Bylaws

Approved: 01/14/2006

AMENDED AND RESTATED BYLAWS

OF

LCR, Inc.

a District of Columbia non-profit corporation

January 2006 Draft

**ARTICLE I
NAME AND OFFICES**

Section 1.01. Name. This corporation shall be known as LCR, Inc., also known as Log Cabin Republicans (hereinafter the “Corporation”, “LCR”, “LCR, Inc.”, or “Log Cabin Republicans”). The Corporation shall be guided at all times by the Mission Statement. (Attached as Exhibit A to these Bylaws).

Section 1.02. Registered Office. The registered office of the Corporation in the District of Columbia shall be located at 1607 17th St., N.W., Washington, D.C., 20009. The registered agent of the Corporation at such address shall be CT Corporation System in Washington, D.C.

Section 1.03. Other Offices. The Corporation may also have offices at such other places both within and without the District of Columbia as the Board may from time to time determine the business of the Corporation may require.

ARTICLE II

MEMBERSHIP, CHAPTERS, and ANNUAL MEETING

Section 2.01. Membership. Membership in Log Cabin Republicans shall be open to individual persons registered as Republican voters, to persons who participate in their State Republican Party, and to persons who have publicly self-identified as members of the Republican Party. A person may become a Member of Log Cabin Republicans by either (i) directly and personally registering as a Member (i.e., a “Direct

Member”) with the Corporation and paying a pre-determined amount of annual dues to the Corporation as established by its Board of Directors, or (ii) by meeting the standard of membership established by a Qualified Local or State Chapter (i.e., a “Chapter Member”) of the Corporation as set forth in Section 2.03 of these Bylaws.

Section 2.02. Honorary and Special Members. The Board of Directors may establish other criteria for granting an Honorary Membership to Log Cabin Republicans for individuals who have exhibited a unique or noteworthy contribution to the Mission of the Corporation or a Special Membership to Log Cabin Republicans for individuals or entities that have provided assistance to the Corporation.

Section 2.03. Qualified Local and State Chapters.

(a) Two or more individuals who have met the definition of Direct Members (as defined under Section 2.01) may petition the Corporation to become a Qualified Local or State Chapter of Log Cabin Republicans.

(b) A Local or State Chapter will become Qualified (i) by having at least two of its members be Direct, dues paying Members of the Corporation, (ii) by the Chapter making an annual dues payment to the Corporation as established by the Board of Directors, (iii) by signing and abiding by a Chapter Qualification Agreement (attached as Exhibit B to these Bylaws) that explains the rules for operating a Qualified Chapter, and (iv) by a majority vote of approval by the LCR Board of Directors.

(c) Upon application and qualification, a Chapter will be given a geographic designation by the LCR Board of Directors over which the Chapter will be deemed the exclusive local or state representative of the Corporation. The LCR Board of Directors may modify this designation from time to time. Recognition of a Qualified State Chapter does not preclude recognition of any number of Qualified Local Chapters within the state.

(d) Qualified Chapters may set the terms and conditions for membership within their Chapter, and such members will be deemed Members of the Corporation.

(e) Qualified Chapters must establish their own bylaws subject to the approval of the Corporation, are solely responsible for complying with any local or state regulations, and cannot bind the Corporation or use the name Log Cabin Republicans without the approval of the LCR Board of Directors.

(f) Qualified Chapters must at all times comply with the Chapter Qualification Agreement, Mission Statement, Bylaws, and Policies of the Corporation. Qualification may be terminated for good cause upon the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 2.04. Annual Meeting. The Corporation shall hold an Annual Meeting (as further described in Articles III and IV) to conduct such necessary business of the Corporation. The LCR Board of Directors shall announce the time and place of such meeting no later than December of the year preceding the meeting. Any Direct or

Chapter Members in good standing shall be notified of the meeting. Notification to a Chapter shall be deemed notification to its members.

Section 2.05. Termination of Membership. Membership shall terminate for any Direct Member who fails to maintain the qualifications for membership established in Section 2.01 or for any member for good cause upon the vote of two-thirds (2/3) of the LCR Board of Directors.

ARTICLE III

DIRECTORS

Section 3.01. General Authority. The business and affairs of the Corporation shall be managed by or under the direction of a governing body of persons (designated individually as “Directors” and collectively as the “Board of Directors” or “Board”), which may exercise all powers of the Corporation, including the designation of Qualified Local Chapters and Qualified State Chapters.

Section 3.02. Composition of Board. The Corporation shall be governed by a Board of Directors consisting of not less than twelve (12) and not more than twenty-five (25) Directors, as may be fixed from time to time by resolution of the Board of Directors. Eligibility requirements for the Board shall be set by the Board Service Committee, and shall include a minimum annual financial contribution (through a direct or solicited donation) to the Corporation that is attributable to each proposed Director and that each proposed Director be a member in good standing.

Section 3.03. Nomination and Approval of Directors. Any current Director may nominate an individual who satisfies the standards established by the Board

Service Committee to serve as a Director. The nominee must be approved by a majority vote of the Directors present at a meeting at which quorum is present.

Section 3.04. Term of Office. When the membership of the Board numbers less than the maximum number provided under section 3.02, the term of office of each Director shall be three (3) years from the time of his or her approval. When the membership of the Board is at the maximum number provided for in section 3.02, a newly approved Director will hold office for the remainder of the term of his or her predecessor in office. A Director whose term of office is expiring may vote with the other Directors on the approval of his or her successor. A Director whose term is expiring shall be eligible to be reapproved.

Section 3.05. Chairperson. The Board shall elect, by a majority vote of Board Members in good standing, a Chairperson of the Board. The Chairperson will hold such office for one year from the date of election, have such powers, and perform such duties as the Board may from time to time establish by resolution. In the event the office of Chairperson is vacant, the Vice-Chairperson shall assume the Chairperson's duties and the Board shall convene a special meeting to elect a Chairperson within sixty (60) days of such vacancy.

Section 3.06. Vice-Chairperson. The Board shall elect, by a majority vote of Board Members in good standing, a Vice-Chairperson of the Board. The Vice-Chairperson will hold such office for one year from the date of election, and perform such duties as the Board may from time to time establish by resolution.

Section 3.07. Secretary. The Board shall elect, by a majority vote of Board Members in good standing, a Secretary. The Secretary will hold such office for one year from the date of election, and perform such duties as the Board may from time to time establish by resolution.

Section 3.08. Treasurer. The Board shall elect, by a majority vote of Board Members in good standing, a Treasurer. The Treasurer will hold such office for one year from the date of election, and perform such duties as the Board may from time to time establish by resolution.

Section 3.09. Chairperson Emeritus. The Board shall include the immediate past Chairperson of the Board.

Section 3.10. Removal of Directors. Any Director may be removed at any time, with or without cause, by a seventy-five percent (75%) affirmative vote of all other members of the Board of Directors.

Section 3.11. Resignation. Any Director may resign at any time by giving written notice to the Chairperson or the Secretary. Such notice shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective. If any Director tenders his or her resignation to take effect at a future time, then the Board of Directors shall have the power to elect a successor to take office at such time as the resignation shall become effective. Resignation shall not affect the financial contributions already made by that Director.

Section 3.12. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors present at a meeting at which a quorum is present. A Director approved to fill a vacancy shall be approved for the unexpired term of his or her predecessor in office.

Section 3.13. Meetings of the Board of Directors. The Board may hold meetings, including annual, regular and special meetings, either within or without the District of Columbia.

Section 3.14. Annual Meeting. The annual meeting of the Board for the election of Officers and for the transaction of such other business as may properly come before the meeting generally shall be held in January of each year at the time and place designated by the Chairperson. Notice of the annual meeting, stating the place, date and time of the meeting, shall conform to the requirements for notice and waiver of notice set forth in Article IV. The notice of the annual meeting need not specifically state the business to be transacted thereat.

Section 3.15. Regular Meetings. Regular meetings of the Board or any committee thereof may be held at such times and at such places as shall from time to time be determined by a majority of the Board, the Chairperson or committee, as the case may be. The notice of regular meetings, if any, shall conform to the requirements for notice and waiver of notice set forth in Article IV but need not specifically state the business to be transacted thereat.

Section 3.16. Special Meetings. Special meetings of the Board or any committee thereof may be called by the Chairperson or by the Vice-Chairperson at the

request of one or more Directors, or by a two-thirds (2/3) majority of Directors. Notice of such special meeting, stating the place, date and time of the meeting, shall conform to the requirements for notice and waiver of notice set forth in Article IV.

Section 3.17. Quorum and Voting. A quorum of the Board shall be a majority of the number of Directors. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board, except where the act of a greater number is required by these Bylaws, the Corporation's Articles of Incorporation or provided by statute. If a meeting cannot be organized because a quorum has not attended, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Voting by proxy or other legal representation shall not be allowed.

Section 3.18. Majority. In the event that attendance at a meeting of the Board, or any committee thereof, consists of an even number of persons, a majority means one-half of the number of such persons plus one.

Section 3.19. Action Without Meetings; Telephone Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or committee. Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and

participation in a meeting pursuant to this Section shall constitute presence in person at such meeting for the purposes of Section 3.17.

Section 3.20. Executive Director/President. The Board of Directors shall select an Executive Director/President, who shall have responsibility for the Corporation's day-to-day operations, including but not limited to the employment of additional employees (whether for compensation or not) consistent with Board budget guidelines. The Corporation shall be authorized to enter into an employment agreement with the Executive Director/President for reasonable compensation.

Section 3.21. Executive Committee. An Executive Committee comprised of the Officers of the Corporation, plus any other Directors as may be approved by the Board, is hereby established. The Executive Committee shall have and exercise the authority of the Board in the management of the Corporation.

Section 3.22. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Corporation or the Director by law.

Unless otherwise specified in a resolution of the Board, at all meetings of each committee a majority of the total number of members of the committee shall constitute a quorum for the transaction of business, each member of the committee shall have one vote, and the affirmative vote of a majority of the members of the committee

present at any meeting at which there is a quorum shall be an act of the committee. Each committee shall keep regular minutes of its meetings and report the same to the Board when requested to do so by the Board. The Corporation's current committees are set forth in Exhibit C attached hereto.

Section 3.23. Compensation of Directors. The directors of the Corporation shall serve in their capacities as Directors and committee members without compensation but may be reimbursed for reasonable expenses, if any, incurred in carrying out the purposes of the Corporation.

ARTICLE IV

NOTICES

Section 4.01. Notices. Whenever the Articles of Incorporation, Bylaws, Board resolutions or provisions of statute require that notice of a meeting be given, such notice shall state the place, date and time of the meeting, and shall be served on each Director by mail addressed to the person to be notified at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, at least seven (7) days prior to such meeting. Such notice shall be deemed given at the time when the same shall have been deposited in the United States mail. Notice may also be given by personal delivery, telephone, telefax, facsimile, overnight delivery service, telegram, confirmed email, or other form of transmission, generally available to the public and reasonably designed to timely convey such information, at least five (5) days prior to such meeting. Notice shall be deemed given when sent.

Section 4.02. Waiver of Notice. Whenever any notice is required to be given under the Articles of Incorporation, the Bylaws, Board resolutions or provisions of statute, a waiver of notice in writing that is signed by the person(s) entitled to such notice before or after the time of the event for which notice is required shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or members of a committee of Directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

ARTICLE V

OFFICERS

Section 5.01. Positions. The Board shall elect the officers of the Corporation. The officers of the Corporation shall include a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and such other officers as the Board from time to time may elect. The same person may hold any two or more offices simultaneously, except that no one shall, at the same time, occupy the offices of Chairperson and Secretary. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 5.02. Term of Office. The officers of the Corporation shall hold office for a term of one (1) year (or, if sooner, until the Annual Meeting that falls within

one (1) year of the commencement of such term) or until their successors are chosen and qualified or until their earlier resignation or death. No officer may serve for a term exceeding three (3) years without receiving formal reelection by the Board.

Section 5.03. Removal. Any officer may be removed, with or without cause, at any time by an affirmative vote of seventy-five percent (75%) of the Board.

Section 5.04. Chairperson. The Chairperson of the Board shall be the Chairperson of the Executive Committee. The Chairperson is expected to ensure that all orders and resolutions of the Board are carried into effect, and in general perform all duties normally incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. In furtherance, but not in limitation, of the duties and responsibilities hereinbefore described, the Chairperson, Vice-Chairperson, and such officer or officers as may be authorized by the Board, may sign and execute any deeds, mortgages, bonds, contracts, or other instruments that the Directors have authorized to be executed or have delegated to an authorized person the discretion to execute on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Section 5.05. Vice-Chairperson. The Vice-Chairperson of the Board shall be the Vice-Chairperson of the Executive Committee. In the absence of the Executive Committee Chairperson or in the event of the Chairperson's inability to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all

the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice-Chairperson shall perform such other duties and have such other powers as the Board or, if authorized by the Board to do so, the Chairperson may from time to time prescribe.

Section 5.06. Secretary. The Secretary is expected to attend all meetings of the Board, shall record all the proceedings of the meetings of the Board in a book to be kept for that purpose, and shall perform like duties for the committees of the Board, when so requested. When unable to perform such duties, the Secretary may delegate the taking of minutes to another Board member. The Secretary shall ensure that all notices are duly provided in accordance with the provisions of these Bylaws, as required by law or as directed by the Board or the Chairperson. The Secretary shall ensure that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed and shall perform such other duties as may be prescribed by the Board or by the Chairperson, under whose supervision the Secretary shall function. The Secretary shall have custody of the corporate seal, and the Secretary shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by the signature of the Secretary. The Board may give general authority or specific authority to any other officer to affix the corporate seal and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed on behalf of the Corporation by the Chairperson or the Vice-Chairperson. The Secretary shall in general perform all duties incident to the office of Secretary.

Section 5.07. Treasurer. The Treasurer shall be responsible for all corporate funds of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall be expected to deposit all

moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer or his or her designee(s) shall disburse funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the Board, at its regular meetings or when the Board so requires, an account of all financial transactions of the Corporation and of the financial condition of the Corporation. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 5.08. Vacancies. A vacancy in any office of the Corporation, as a result of death, resignation, removal, disqualification or other reason, may be filled for the unexpired portion of the term of that office by the Chairperson.

Section 5.09. Fidelity Bonds. The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

ARTICLE VI

INDEMNIFICATION AND RELATED MATTERS

Section 6.01. Indemnification. To the fullest extent permitted by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, the Corporation shall (a) indemnify any person (including the estate of any person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the

Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement (except judgments, fines and amounts paid in settlement in connection with an action or suit by or in the right of the Corporation) actually and reasonably incurred by such person in connection with such action, suit or proceeding and (b) pay expenses incurred by any Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

The indemnification provided herein shall not be deemed to be exclusive of any other rights to which person seeking indemnification may be entitled under any agreement or vote of disinterested Directors, including rights under any insurance policy that may be purchased by the Corporation to the extent permitted by the laws of the District of Columbia as they presently exist or hereafter may be amended.

Section 6.02. Liability to the Corporation. No Director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except (a) for any breach of the Director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law or (c) for any transaction from which the Director derived an improper personal benefit.

Section 6.03. Insurance. The Corporation may purchase and maintain, to the fullest extent permitted by the laws of the District of Columbia as they presently exist or hereafter may be amended, insurance on behalf of any officer, Director, employee,

trustee or agent of the Corporation and any person who is or was serving at the request of the Corporation as an officer, Director, employee, partner (general or limited), trustee or agent of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status.

Section 6.04. Conflicts of Interest. The Corporation will at all times operate in the highest ethical manner and adopt a Conflicts of Interest policy that officers, employees and Board Members must sign and abide by. (Attached as Exhibit E to these Bylaws).

ARTICLE VII GENERAL PROVISIONS

Section 7.01. Calendar Year. The Corporation shall operate on a calendar year unless otherwise determined by the Board.

Section 7.02. Contracts, Checks, Notes, Etc. All contracts and agreements authorized by the Board and all notes, drafts, checks, acceptances, orders for the payment of money and negotiable instruments obligating the Corporation for the payment of money shall be signed by at least one officer of the Corporation or by such other number of officers or employees as the Board may from time to time direct.

Section 7.03. Corporate Seal. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its Charter and the state of incorporation. The corporate seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

Section. 7.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board or, if authorized by the Board to do so, the Chairperson or Treasurer may direct. For the purpose of making such deposits, any checks, drafts and other orders for the payment of money that are payable to the Corporation may be endorsed, assigned and delivered by any officer of the Corporation or in such manner as may from time to time be determined by resolution of the Board.

Section 7.05. Compensation. The Board shall determine the compensation of counsel, officers, employees and agents of the Corporation. No compensation or reimbursement of expenses will be made that in any way would adversely affect the Corporation's qualification under section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent tax law).

Section 7.06. Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. The Corporation shall make no loans to its Directors or officers.

Section 7.07. Voting Securities of Other Corporations. The Chairperson shall have the authority to vote on behalf of the Corporation those securities of any other corporation that are owned or held by the Corporation and may attend meetings of stockholders or execute and deliver proxies for such purpose.

Section 7.08. Endorsements. Any endorsement of candidates by the Corporation or any Qualified Local or Qualified State Chapters must be in compliance with the LCR Endorsement policy. (Attached as Exhibit D to these Bylaws).

Section 7.09. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 7.10. Amendments. The Articles of Incorporation and the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the entire Board, provided that prior notice has been given to all members of the Board in accordance with the notice provisions set out in Article IV.

ARTICLE VIII

PROHIBITION AND LIMITATIONS

Section 8.01. Prohibition Against Sharing in Corporate Earnings.

(a) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, Directors, 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 set forth in the Articles of Incorporation.

(b) All Directors and officers of the Corporation shall be deemed to have expressly consented and agreed that, upon the dissolution or winding up of the affairs of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the Corporation exclusively for the purposes and in the manner set out in the Articles of Incorporation.

Section 8.02. Exempt Activities. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, whether voluntary or involuntary, or by operation of law:

(a) The Corporation shall not have or exercise any power or authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent tax law).

(b) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for objects or purposes other than those set out in the Articles of Incorporation.

MISSION STATEMENT

The Log Cabin Republicans shall advance the interests of the gay and lesbian community within the Republican Party of the United States of America. It shall assist in the development and enactment of policies affecting the gay and lesbian community within the Republican Party and by municipal, state and federal governments. Its membership shall advocate and support candidates, activities or initiatives which (i) provide equal rights under law to persons who are gay or lesbian, (ii) promote nondiscrimination against or harassment of persons who are gay or lesbian, and (iii) encourage participation in the Republican Party by gay and lesbian Americans.

CHAPTER QUALIFICATION AGREEMENT

FOR THE _____ CHAPTER OF THE LOG CABIN REPUBLICANS

NAME

This Chapter (the "Chapter") will be known as the _____ chapter of the Log Cabin Republicans or LCR, Inc. ("LCR" or "the Corporation").

TERRITORY

Pursuant to this agreement, this Chapter is now a Qualified Chapter as defined in the LCR Bylaws and as such is the exclusive representative of LCR for the [State/City/Cities] of _____. Notwithstanding this exclusive geographic designation, LCR may qualify additional sub-jurisdictional chapters or other chapters based on non-geographic criteria. **[Policy question: non-geographic Chapters requires Bylaws change].**

PETITIONING MEMBERS

The Direct Members petitioning the Corporation to become this Qualified Local or State Chapter pursuant to Section 2.03 of the Bylaws are:

_____ and _____

LCR RESPONSIBILITIES

LCR agrees to:

- 1) Promote the interests of the membership of the Chapter on a national level.
- 2) Periodically solicit the input of the Chapter in the planning of LCR activities.
- 3) Produce printed and electronic communications to members to include LCR positions on current issues and events.
- 4) Provide institutional support to facilitate chapter growth and development including assisting chapter fundraising efforts and facilitate productive inter-chapter relationships.
- 5) Inform and coordinate with local chapters when lobbying relevant federal and state officials.
- 6) Assist the Chapter in managing local political issues relevant to the mission of LCR.
- 7) Reimburse the Chapter for expenses if prior approval from the President of LCR is obtained.
- 8) Not recognize any other chapter within the exclusive territory of the Chapter as recognized above without prior consultation from potentially affected chapters.

- 9) Maintain a prominent link to the contact information and/or website for the Chapter on the LCR website.
- 10) Provide chapters with the necessary GetActive training for appropriate chapter representatives to access GetActive.
- 11) Maintain the confidentiality of all information gained through GetActive and use such information solely for the purposes of LCR's activities.

CHAPTER RESPONSIBILITIES

The Chapter, its Leadership and affiliated organizations such as PACS [**Note PAC addition here**], agree to:

- 1) Support and further the purposes and work toward the mission of LCR. Engage only in activity that is consistent with the policies of the LCR Board of Directors and the activities of LCR.
- 2) Abide by all state laws as they relate to 501(c)(4), 501(c)(3), or PAC organizations, as may be applicable, and carry on only activity permitted of such an organization.
- 3) Have all banking and credit accounts in the official business name of the Chapter.
- 4) Abide by all LCR policies regarding usage of the Chapter's and the Corporation's name and logo.
- 5) Only use the logo of the Corporation as ascribed by the Corporation's style guide.
- 6) Participate in monthly chapter leadership meetings represented by the chapter president or other elected chapter representative if the president is not available.
- 7) Promote national LCR events.
- 8) Pay annual dues by April 1, unless otherwise agreed to.
- 9) Annually submit a copy of the Chapter's bylaws and leadership slate to LCR by April 1.
- 10) Maintain an accounting of the sources of Chapter receipts and the nature of Chapter expenditures and provide such accounting to LCR upon request.
- 11) Obtain approval from the Executive Director/President of LCR prior to participating, in any capacity, in any legal action.
- 12) Gain and maintain all necessary GetActive training credentials.
- 13) Maintain GetActive data including all record information for current and past members, prospective members, and subscribers.

- 14) Maintain the confidentiality of all information gained through Get-Active and use such information solely for the purposes of the Chapter's activities.
- 15) Abide by LCR's communications policy.
- 16) Abide by LCR's endorsement policy as detailed in the LCR Bylaws. **[Policy questions: 1. Endorsement of Independents? 2. PAC contributions by Chapters follow the same guidelines on endorsements?]**
- 17) Utilize the "follow the lead" principle when making public statements related to LCR activities or activities that involve fellow chapters.
- 18) Respond to all inquiries (e-mail, phone calls, etc.) related to membership or from LCR within a reasonable amount of time. Response within 72-hours shall be deemed reasonable.

LIMITATIONS

The assets and liabilities of the Chapter shall be the Chapter's alone. The Chapter shall not enter into any agreements, legal or financial, on the behalf of LCR without the express written authorization of the LCR Board of Directors.

SUSPENSION OF RIGHTS

The Chapter's rights and recognition by the Corporation may be temporarily suspended and/or terminated by the Corporation for good cause upon the affirmative vote of 2/3 (two-thirds) of the Board of Directors. **[Any further language changes need Board approval]**

TERM AND RENEWAL

This agreement shall be for a term not to exceed two years, running from _____ to _____. This agreement will not renew automatically.

ACKNOWLEDGMENTS

I hereby acknowledge that I am the President of the Chapter and agree the Chapter and its membership will abide by the requirements set forth in this document.

Signature _____ Date _____

Name _____

I hereby acknowledge that I am the Secretary of the Chapter and agree the Chapter and its membership will abide by the requirements set forth in this document.

Signature _____ Date _____

Name _____

I hereby acknowledge that I am the President of LCR and that the LCR Board of Directors has voted to accept this Chapter as a Qualified State or Local Chapter of LCR in accordance with the by-laws of LCR.

Signature _____ Date _____

Name _____

LCR COMMITTEES

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board of Directors, and any other Directors as may be approved by the Board. This committee shall have the authority of the Board of Directors in the management of the Corporation. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member, of any responsibility imposed on it, him or her as required by law.

ADMINISTRATION AND COMPLIANCE COMMITTEE

The Corporation shall have an Administration and Compliance Committee. The Committee shall have no less than three and no more than five members. The Treasurer of LCR shall be the Chairman and permanent member of the Committee. The Administration and Compliance Committee will assist in the Board's oversight of LCR finances and administration. The Committee will: (1) generate financial statements and other periodic reports for review by the Board, (2) ensure proper bookkeeping, accounting, financial controls and independent auditing standards are adopted and adhered to, and (3) ensure that LCR and its Board are in compliance with any other laws and regulations applicable to its operation. The Committee may make recommendations to the Management, Executive Committee and full Board of LCR as needed and is entrusted with ensuring timely and accurate information is provided to the Board and LCR's outside lawyers, auditors or accountants.

BOARD SERVICE COMMITTEE

The Corporation shall have a Board Service Committee. The Corporation's Vice Chairperson shall be the Chairperson of the Board Service Committee. The Committee's members shall also include: The Board Chairperson, the Treasurer, the Chairperson of the Development Committee and one other Director in good standing as appointed by the Board. The duties of the Board Service Committee shall include: establishing the rules and procedures for the eligibility, recruitment, nomination, selection and retention of Board Members; establishing required contribution levels for Board members; determining lengths of terms of service; establishing other eligibility requirements that may arise and determining which Members are in "good standing" for purposes of voting on the business matters of the Corporation. The rules established by the Committee shall be approved by the Board.

DEVELOPMENT COMMITTEE

The Development Committee is responsible for assisting the Board in ensuring the financial growth of the Corporation. The Committee is charged with recruiting new Direct, Honorary and Special members to the Corporation. The Committee shall consult with the Board Service and Chapter Relations Committees to ensure its recruitment efforts do not conflict with the recruitment efforts of Board Members and Chapter Members. The Committee shall make recommendations to the Board regarding various donor program levels and also identify, and help fulfill, sponsorship opportunities for various LCR events.

Membership on the Committee shall include the Chairperson and Vice Chairperson of the Board, plus any other Directors as the Board deems appropriate. The Treasurer of the Corporation shall sit on the Committee ex-officio for budgetary purposes and the President of the Corporation shall attend all committee meetings and make recommendations in furtherance of the Committee's purpose.

CHAPTER RELATIONS COMMITTEE

The Chapter Relations Committee is responsible for helping the Board maintain good relations and communications between the LCR national office and the state and local chapters. The Committee shall meet regularly to discuss ways to improve chapter relations, increase the number of chapters, and ensure compliance with LCR Chapter Qualification Agreements or other documents of the Corporation.

The Chapter Relations Committee shall have an even number of members split equally between representatives of the LCR Board and representatives of the Chapters of the Corporation. The Board and the Chapters shall choose their respective members in the manner each sees fit, so long as membership on the Committee is split equally between the two groups. The Chairperson of the Committee shall be selected by the LCR Board. Membership shall be for a period of two years, and the Chairperson and President of the Corporation shall sit ex-officio on the Committee. The Committee may request the assistance of LCR staff to help it fulfill its mission.

ENDORSEMENT POLICY OF LCR, INC.

The Corporation, Qualified Local Chapters and Qualified State Chapters shall only endorse candidates running as Republicans in contested partisan elections by designating a level of support as one of the following: "Endorse," "Oppose" or "Stay Neutral."

"Endorse" shall be the highest level of endorsement granted to a candidate by the Corporation, Qualified Local Chapters and Qualified State Chapters. Such designation means the candidate is the best suited for the office sought and he or she will serve for the benefit of all constituents, including those who are gay and lesbian. "Endorse" shall signify the Corporation, Qualified Local Chapter or Qualified State Chapters' willingness to promote, advocate and conduct activities, including fundraising activities, for the benefit of such candidate. Each of the Corporation, Qualified Local Chapters and Qualified State Chapters shall establish "Guidelines" by which it may vote to endorse a candidate or candidates in a specified election. Such Guidelines may include the following: (i) the candidate has met in person with the leadership of the Corporation, Qualified Local Chapter and/or Qualified State Chapter, as the case may be, and the candidate has acknowledged publicly such meeting; (ii) the candidate has responded to issues of concern to the Corporation, Qualified Local Chapter and/or Qualified State Chapter, whether in writing or through a public statement; (iii) the candidate has indicated or demonstrated a willingness to work with constituents who are gay and lesbian regarding issues affecting the gay and lesbian community.

"Oppose" shall be reserved for those candidates who in rare cases actively oppose issues, policies or laws identified by the Corporation, including, but not limited to, those included in the Corporation's Mission or funding for HIV/AIDS drug assistance programs.

"Neutral" shall signify that the Corporation, Qualified Local Chapter and/or Qualified State Chapter, as the case may be, considered an endorsement of "Endorse" and "Oppose" but determined that the candidate does not meet the criteria for either endorsement.

IN NO EVENT SHALL ANY QUALIFIED LOCAL CHAPTER OR QUALIFIED STATE CHAPTER ENDORSE A CANDIDATE OTHER THAN A REPUBLICAN.

SPECIFIC ELECTED OFFICES

President of the United States. Determination to endorse a candidate for the Office of the President of the United States of America shall be the sole exclusive responsibility of the Corporation, after consultation with the Qualified Local and Qualified State Chapters. The Corporation shall request the advice of the Qualified Local and Qualified State Chapters in writing and such Qualified Local and Qualified State Chapters may submit its input to the Corporation within thirty (30) days thereafter. The Chairperson may schedule a conference of the Board, Qualified Local Chapters and Qualified State Chapters in the event there are significant conflicts among the Corporation, Qualified Local Chapters and Qualified State Chapters for such endorsement. Any determination to endorse a candidate for the Office of President of the United States of America shall be ratified by a majority of the delegates at the Annual Meeting, unless the Board determines (in its sole discretion) that endorsement is required

before the Annual Meeting; provided such determination of endorsement shall be communicated to the Qualified Local Chapters and Qualified State Chapters in advance of any public announcement regarding such endorsement.

Representatives of the U.S. House of Representatives. Determination to endorse a candidate for the office of Representative to the United States House of Representatives shall be the Shared Responsibility (as defined below) of the Corporation and Qualified Chapters encompassing the political boundaries for such office.

Senators of the U.S. Senate. Determination to endorse a candidate for the office of Senator to the United States Senate shall be the Shared Responsibility of the Corporation and Chartered State Chapter for the state for such office.

Shared Responsibility. Whenever responsibility for an endorsement is the “Shared Responsibility” between the Corporation and Qualified Local Chapters or Qualified State Chapters, the following process shall be followed:

1. Any of the Corporation, Qualified Local Chapters or Qualified State Chapters will request in writing to the other(s) that its endorsement be approved.
2. The party receiving such request shall be given at least 30 days in which to respond to the requesting organization.
3. If the Corporation and Qualified Local Chapter or Qualified State Chapter agree to the endorsement, a mutually acceptable joint public announcement shall be issued.
4. In the event the Corporation and a Qualified Local Chapter or Qualified State Chapter disagree as to an endorsement for a candidate, each of the Corporation and Qualified Local Chapters or Qualified State Chapters shall appoint a representative and such representatives shall meet in person or by teleconference to cooperatively resolve such disagreement. In the event such representatives cannot resolve their disagreements, the Board shall resolve such differences by a majority vote; provided, however, no endorsement of “Endorse” shall be approved by the Corporation if the Qualified Local Chapter or Qualified State Chapter (entitled to Shared Responsibility) objects to such endorsement.
5. In the event the Corporation objects to an endorsement of “Endorse” for an incumbent candidate, then the Qualified Local Chapter or Qualified State Chapter may demonstrate to the Corporation that the Guidelines are met. Upon a satisfactory demonstration, the Corporation’s objection shall be removed.

**CONFLICTS OF INTEREST, CONFIDENTIALITY
POLICY AND AGREEMENT**

It is the policy of the Log Cabin Republicans (LCR) to prohibit its Directors and employees from engaging in any activity, practice, or conduct which conflicts with, or appears to conflict with, the interests of LCR, its members, or its contributors, or which compromises the privacy or financial integrity of LCR. Since it is impossible to describe all of the situations that may cause or give the appearance of a conflict of interest, the prohibitions included in this agreement are not intended to be exhaustive and include only some clear examples:

- 1) Directors and employees are expected to represent LCR in a positive and ethical manner. Thus, they have an obligation to avoid conflicts of interest and to refer questions and concerns about potential conflicts to the Board, or to the General Counsel.
- 2) Directors and employees may not engage in, directly or indirectly, any conduct which is disloyal, disruptive, competitive, or damaging to LCR.
- 3) Directors and employees must maintain the confidentiality of the LCR membership list, including, but not limited to, the names, addresses, total and individual contributions of members, and any other content included in or derived from the membership list.
- 4) Directors and employees must maintain the confidentiality of the financial affairs of the corporation.
- 5) Directors and employees must maintain the confidentiality of Board of Directors affairs including information exchanged during Board meetings, correspondence between Board members and between the Board and corporation staff (including, but not limited to, issues of LCR Board Update and other materials marked "Confidential"), and other corporation affairs deemed sensitive.
- 6) Directors and employees may only disclose information of a confidential nature with the knowledge and specific consent of the Chairman of the Board of Directors.
- 7) The Board of Directors recognizes the Chairman of the Board and the corporation's staff as the designated spokespersons for the corporation. Board members will not act without prior specific approval as spokespersons of the organization in any manner including, but not limited to, speaking to the press or writing and distributing public releases or statements on behalf of the corporation by any means, including electronic media.

As a member of the Board of Directors or an employee of LCR, I have read and understand the preceding policies and agree to comply with the provisions thereof:

Signature: _____
Printed Name: _____

Date: _____