

BOARD OF DIRECTORS
CONFLICTS OF INTEREST CERTIFICATION

I, _____, affirm that I have read and understand the following Article 7 of Lambda Legal's By-laws; and I agree to comply with it.

Article 7 of the Bylaws of The Lambda Legal Defense and Education fund states:

Section 7.01. Disclosure of Financial Interests. To identify possible conflicts of interest, all directors and officers must disclose to the Board the existence of any material financial interest in any entity with which s/he knows or has reason to know the Corporation or any legally related organization has or is negotiating a transaction or arrangement, and all material facts related to that interest. Material financial interests includes any material direct or indirect relationship, through business, investment, or family, such as actual or potential ownership or investment interests or compensation arrangements. Directors shall also disclose any fiduciary duty to a person or entity other than the Corporation that might jeopardize the director's ability to exercise independent judgment and act in the best interests of the Corporation. The fact that a director, officer, or committee member is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 7.02. Determination of Conflicts of Interest. After the interested person has delivered all relevant information and has retired from the room, the Board must determine whether or not the financial interest creates a material conflict of interest which merits recusal of the interested Director from consideration of the matter.

Section 7.03. Resolution of Conflicts of Interest. If the Board determines that a material conflict of interest does exist, it must ensure that the interested director(s) do not participate in final decision making with regard to the transaction. The Board may approve the transaction or arrangement, or some alternative if it determines it: a) is in the organization's best interests and for its own benefit; b) is fair and reasonable to the organization; and c) is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

Section 7.04. Violation of Conflict of Interest Policy. If an officer or director violates this conflict of interest policy, the Board, in order to protect the Corporation's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict, suspension of employment, and/or removal from the Board.

Section 7.05. Distribution of Conflict of Interest Policy. All officers, directors shall receive a copy of the Conflict of Interest Policy, as it appears in these By-laws. Upon election, and each year thereafter at the Annual Meeting in February, all officers and directors shall sign a statement declaring that the person received a copy of the policy; has read and understands the policy; and agrees to comply with the policy.

Date: _____

Name: _____