

VICTIMLESS CRIMES
AND
SEXUAL CIVIL LIBERTIES REPORTER

a proposal to establish a medium through which lawyers, legal scholars, law students and other professionals who work in or who have a special interest in the fields of victimless crimes and sexual civil liberties can effectively communicate ideas to one another; to establish an agency which will research and report current developments in these fields to those concerned; to create a vehicle to educate bar associations, state and federal judges, and other legal organizations of the trends in these fields.

Proposal Submitted To:

Proposal Submitted By:

NATIONAL COMMITTEE FOR SEXUAL CIVIL LIBERTIES
and
AMERICAN CIVIL LIBERTIES UNION
SEXUAL PRIVACY PROJECT

Proposal Coordinator:

Thomas Frank Coleman
618 $\frac{1}{2}$ East Lomita Avenue
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November, 1973
Los Angeles, California

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I. BACKGROUND

During the last two decades numerous lawyers and legal scholars have been thoroughly reexamining the relationship of the law and so-called victimless crimes. Drastic changes were recommended by the Model Penal Code of the American Law Institute. Sweeping changes have been made since the United States Supreme Court decision of Griswold v. Connecticut. The population exploding has forced our society to change its attitudes on family size. Since Vatican II the Catholic Church has relaxed its position that procreation is the only proper function of human sexuality. Kinsey and subsequent researchers have educated the American public of the diverse sexual practices of members of our present society. The tremendous rise in serious crime in this country has led both prosecutors and police to change priorities in law enforcement.

However, hundreds of thousands of citizens are prosecuted each year in this country for engaging in rather harmless anti-social behavior. There are presently thousands of lawyers working in the fields of victimless crimes and sexual civil liberties. Information on current developments in these fields is scattered throughout numerous legal reporters, newsletters, journals, newspapers, and other periodicals. It has become impossible for the average lawyer or legal scholar interested in these fields to keep abreast of this information.

Because professional services can only be rendered by practitioners who are aware of the current developments in the substantive and procedural law, it has been proposed that a new legal reporter be created. Only through continuous communication and exchange of ideas can any area of the law advance.

With the foregoing in mind, the National Committee for Sexual Civil Liberties and the American Civil Liberties Union Sexual Privacy Project propose as a joint project the formation and operation of the VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES REPORTER. The purpose of the reporter will be threefold: 1) to gather current statutory and case law in these fields and publish it in one reporter; 2) to create a forum for the exchange of ideas, theories and practical information among those working in these fields; 3) to educate lawyers, bar associations, state and federal judges, and legal scholars of the current trends in these fields.

II. PROGRAM SUMMARY

Statement of Objectives

A. Organization of a Nonprofit Corporation

To provide the structure and establish the legal entity which will be responsible for the safeguarding of funds, employment of necessary personnel, and setting the goals and policies of the legal reporter.

B. Operation of the Legal Reporter

To do original research in the fields of victimless crimes and sexual civil liberties. To analyze statutory and case law in these fields. To maintain a roster of significant cases pending in state and federal courts.

To publish and distribute this research, analysis, and roster to lawyers, legal scholars, law students, and other professionals working in these fields. To facilitate the exchange of ideas among such interested persons.

To distribute the reporter to all federal judges, to state appellate court judges, to bar associations in order to keep them abreast of current developments.

C. Annual Meeting of the Board of Directors

At least once each year the directors of the corporation shall meet to conduct the business, set goals, and establish the policies of the reporter.

It is hoped that the budget will permit the Editorial Board of Consultants to meet once each year. Such a meeting could serve both as a service to the reporter and also as a National Symposium on Victimless Crimes and Sexual Civil Liberties.

III. PROGRAM DESCRIPTION

A. Component Title -- Organization of a Nonprofit Corporation

1. Component Objective:

To provide the structure and establish the legal entity which will be responsible for the safeguarding of funds, employment of necessary personnel, and setting the goals and policies of the legal reporter.

2. Component Method:

The VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES REPORTER will be incorporated as a nonprofit corporation pursuant to the laws of the State of California. The principal place of business of the corporation will be in Los Angeles, California. The reporter will operate for educational purposes and will apply for tax exemption under both state and federal laws.

The Board of Directors of the Corporation will consist of seven persons who have special knowledge of the fields in which the reporter will be concerned. It is proposed that the initial Board of Directors shall consist of the following persons:

^E
Professor Walter Barnett of San Francisco, Cal. Professor Barnett is a Visiting Professor at Hastings College of the Law. He is the author of "Sexual Freedom and the Constitution", ~~just~~ recently published.

Ms. Marilyn Haft, ^{attorney} of New York, New York. Ms. Haft is the Director of the Sexual Privacy Project of the American Civil Liberties Union.

Dr. Arthur C. Warner of Princeton, New Jersey. ~~Dr. Warner is the founder of~~ and Co-Chairman of the National Committee for Sexual Civil Liberties.

Michael Wetherbee, Esq. of Minneapolis, Minn. ^{Minnesota} Mr. Wetherbee is Staff Director of the A.C.L.U. in Minneapolis. ~~He is also a~~ member of the National Committee for Sexual Civil Liberties.

^{W.} Craig Patton, Esq. of Columbus, Ohio. Mr. Patton is actively engaged in the practice of law in Columbus. He has worked extensively with local, ^{bar association} state and the American Bar Association in the field of sexual civil liberties.

Thomas Frank Coleman of Los Angeles, Cal.

Mr. Coleman is a recent graduate of Loyola University of Los Angeles, School of Law. At the time of this writing he is awaiting the results of the California Bar Examination. Among numerous other involvements he was the Chairman of the American Bar Assn, Law Student Division, Ninth Circuit Committee on Sexual Law Reform

E. Carrington Boggan, Esq. of New York, New York

Mr. Boggan is a practicing attorney in New York City. He is the Chairman of the Equal Protection Committee of the Section of Individual Rights and Responsibilities of the American Bar Association.

In addition to the Board of Directors there shall be established an Editorial Board of Consultants. This Board of Consultants shall consist of distinguished professionals from various academic disciplines.

3. Component Costs:

Legal fees for incorporation	\$250.00
Legal fees for obtaining tax exemption	\$300.00
Filing and certification fees for incorporation	\$ 50.00
Total component costs	\$600.00

B. Component Title -- Operation of the Legal Reporter

1. Component Objective:

To do original research in the fields of victimless crimes and sexual civil liberties. To analyze statutory and case law in those fields. To maintain a roster of significant cases pending in both state and federal courts.

To publish and distribute this research, analysis, and roster to lawyers, legal scholars, law students, and other professionals working in these fields. To facilitate the exchange of ideas among such interested persons.

To distribute the reporter to all federal judges, to state appellate court judges, to bar associations in order to keep them abreast of current developments.

2. Component Method:

existing
The Board of Director shall establish the salaried office of Executive Director of the legal reporter. The responsibilities of the Executive Director shall include research, supervising volunteer law students, recruiting law schools to participate in the programs, promoting the reporter, and acting as general manager.

It is proposed that Thomas Frank Coleman should serve in the capacity of Executive Director. His resume is attached hereto.

The Board of Directors shall authorize the allocation of funds to establish an office in Los Angeles, California. As the budget permits, they shall authorize the salaried employment of other necessary personnel.

The Executive Director shall contact law schools for permission to have students work for the reporter for academic credit or on a work-study program.

The reporter will be published at regular intervals. If the budget permits, it should be published on a monthly basis.

Ms. Marilyn Haft has confirmed that the Flayboy foundation has agreed to underwrite the publication and distribution of the reporter on a bi-monthly basis.

It is proposed that an appropriate subscription rate ~~will~~ be established by the Board of Directors. These funds will be accumulated to pay for the second year's operation of the reporter. In addition to paid subscriptions, many will be distributed free of charge.

The reporter will cover both substantive and procedural law as it relates to these fields. The substantive areas shall include: adultery, bigamy, cohabitation, fornication, gambling, incest, lewdness, prostitution, obscenity, drunkenness, sodomy, sexual solicitation, as well as government and private discrimination because of sexual orientation in the areas of employment, housing, liscensing, and domestic relations.

3. Component Costs:

First Year of Operation:

Salary of Executive Director	\$12,000.00
Office rental	\$ 1,500.00
Office Equipment and Supplies	\$ 1,000.00
Communication:	
Telephone	\$ 2,500.00
Postage	\$ 500.00
Promotion and Advertising	\$ 1,000.00
Total Component Costs	\$18,500.00

C. Component Title -- Annual Meeting of Board of Directors

1. Component Objective:

At least once each year the directors of the corporation shall meet to conduct the business, set goals, and establish the policies of the reporter.

It is hoped that the budget will permit the Editorial Board of Consultants to meet once each year. Such a meeting could serve both as a service to the reporter and also as a National Symposium on Victimless Crimes and Sexual Civil Liberties.

2. Component Method:

During the year the Board of Directors shall conduct as much business as possible via the telephone and mail. Action can be taken with unanimous written consent of the directors. Any business which cannot be conducted in this manner will be postponed until the annual meeting of the Board of Directors.

The time and place of the annual meeting will be determined according to the needs and convenience of a majority of the members of the Board of Directors.

If the budget permits, it is hoped that the Editorial Board of Consultants will be able to meet at the same time and place as the Board of Directors.

3. Component Costs:

Transportation to Annual Meeting for Directors	\$ 1,500.00
Accomodations	\$ 500.00
Total Component Costs	\$ 2,000.00

IV. COMPOSITE BUDGET

A. Organization of a Nonprofit Corporation

1. Legal Fees for Incorporation	\$	250.00
2. Legal fees for Tax Exemption	\$	300.00
3. Filing and Certification fee	\$	50.00

B. Operation of the Legal Reporter

1. Salary of Executive Director	\$	12,000.00
2. Office Rental	\$	1,500.00
3. Office Supplies and Equipment	\$	1,000.00
4. Communication:		
Telephone	\$	2,500.00
Postage	\$	500.00
5. Promotion and Advertising	\$	1,000.00

C. Annual Meeting of Board of Directors

1. Transportation to Annual Meeting	\$	1,500.00
2. Accomodations	\$	500.00

D. Grand Total Budget \$21,100.00

A P P E N D I X

Resume

of

Thomas Frank Coleman

Thomas Frank Coleman
618½ East Lomita Avenue
Glendale, California, 91205
Telephone: (213) 240-1616

November, 1973

PERSONAL INFORMATION

Place of Birth: Detroit, Michigan
Date of Birth: March 15, 1948
Health: Excellent

EDUCATION

1971 to 1973: Loyola University of Los Angeles, School of Law
Graduated: Cum Laude, June 2, 1973
Degree: Juris Doctor
Class Standing: 18/325

1969 to 1970: Detroit College of Law
Attended Three Semesters and Transferred
Attained highest grades in the freshman class

1966 to 1970: Wayne State University, Monteith College
Detroit, Michigan
Graduated: June 1970 Degree: B.A.

ACTIVITIES AND HONORS

American Bar Association: Loyola's Representative to the Law
Student Division for 1972-1973

Law Student Division Silver Key
Award for Most Outstanding Rep-
resentative in the Ninth Circuit
for the year of 1972-1973

Law Student Division, Ninth Circuit
Governor's Award for Outstanding
Contributions for year of 1972-73

Chairman of the American Bar Assn.
Law Student Division, Ninth Circuit
Committee on Sexual Law Reform

Loyola Law School: Law School Scholarship: 1972-73
Deans List: 1971-72-73

Detroit College of Law: Amy D. Bloomer Memorial Award: 1969-70
Scholarship for Highest Grades in the
Freshman Class

American Jurisprudence Award for best
examination in Contracts for 1969-70
West Publishing Company Award for best
examination in Torts for 1969-70

Wayne State University: General Motors Scholarship
Four Year Award

OTHER ACTIVITIES

National Committee for Sexual
Civil Liberties

Member in good standing
for 1972-1973

Loyola Law School

I developed and promoted a
course on Sexuality and the
Law which is being considered
for inclusion in the curriculum

Arraignment Intervention
Program

I was a cofounder of this program
which exists at Division 81 of
the Los Angeles Municipal Court

Gay Law Students Association

Cofounder and presently a member
of the Board of Directors

American Bar Association

Member of the Law Student Division
House of Delegates in 1972 and 1973

Author and Sponsor of Resolution
"Unmarried Person's Bill of Rights"
which passed the Law Student Division
and presently being considered by
the A.B.A. House of Delegates

Co-Author and sponsor of Resolution
"Good Moral Character and Admissions
to the Bar" which passed the Law
Student Division, passed the Section
on Individual Rights, and will soon
be considered by the House of Delegates

EMPLOYMENT EXPERIENCE

September 1973 to present:

Certified Law Graduate and Researcher
for Albert L. Gordon, Attorney
6380 Wilshire Blvd. #1718
Los Angeles, California, 90048

May through December, 1970:

Law Clerk and Researcher
for Elsman, Young, and O'Rourke
2050 Guardian Building
Detroit, Michigan

May, 1967 through January, 1970:

Area Circulation Manager
for Observer Newspapers Inc.
36251 Schoolcraft Road
Livonia, Michigan

618½ East Lomita Avenue
Glendale, Cal. 91205
November 14, 1973

From: Thomas Coleman
To: Arthur Warner, Walter Barnett, and Craig Patton
Topic: Legal Reporter

Enclosed you will find a proposed Articles of Incorporation and By-Laws for the Victimless Crimes and Sexual Civil Liberties Reporter. Please review them and submit comments and suggestions for revision to me.

Craig: Could you handle the application for tax exemption from the I.R.S.? I would like to submit the Articles, Proposed By-Laws, and application for state Tax Exemption to the Secretary of State of California in the very near future. After incorporation and obtaining the State Tax Exemption, we will then have to apply for federal exemption. What are your thoughts?

While it will be up to the Board of Directors to choose officers I have some suggestions. I suggest that we give the president and the executive director co-ordinate power. I suggest that the office of president be more of an advisory one to the executive director who will be doing most of the work. I think that it would be good to have a president with the power to do everything to run the reporter, but who would not exercise that power unless necessary. I think that Walter Barnett would be the best person on the Board to serve as president. I suggest that I should serve in the capacity of both executive director and secretary. This would seem logical since I will really be running the office and paperwork. I would hope that we should have a business oriented person in the capacity of treasurer. The treasurer would control the funds but would not have to go through the hassle of paying all the bills. I would have an account into which the treasurer would periodically deposit a certain amount of funds. Before more money was deposited into that account, I would have to account for the funds already spent. So the treasurer would have ultimate control over the budget and distribution of funds, but not the hassles of writing every check. This would also provide for a system of accountability so that my spending would always have to be accounted for to the treasurer. Of course, should a problem ever arise between the Executive Director and the Treasurer over the spending of funds, the Board of Directors would resolve that. I would personally prefer if Craig could serve as Treasurer but he may have other thoughts.

I should have 20 original proposals for funding typed by Monday. M.C.C. has provided their services in having them typed. I will also get 50 copies. The originals should be sent to foundations. This would certainly be more impressive than a xerox copy. I would like to send each member on the committee 2 copies. Each member should seek out one or two possible contributors (professional or wealthy businessmen in their community). Some of these possible donors might give up to \$100.00 each. If we could get 50 people to contribute \$100.00 each that would help very much. Possibly we can approach lawyers for contributions of \$100.00 and offer them a free subscription in return for a year.

Please let me know your thoughts on all this. I have rented an office and my overhead starts tomorrow. If this Reporter doesn't move soon I will probably open up my own law practice. So, time is of the essence. I would like to see the Reporter incorporated in December, and issue number one published by February at the latest. Bye for now.

Tom

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ARTICLES OF INCORPORATION
OF
VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES REPORTER

FIRST: The name of this corporation is:
VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES REPORTER

SECOND:

- a) The specific and primary purposes for which this corporation is formed are: to research and report in a legal reporter current developments in the fields of victimless crimes and sexual civil liberties for the purpose of educating lawyers, bar associations, state and federal judges, and other legal organizations of the trends in these fields. The primary purpose of this corporation is educational within the requirements of Internal Revenue Code Section 501(c)(3) and California Revenue and Tax Code Section 23701d.
- b) The general purposes and powers are to have and exercise all rights and powers conferred upon nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal property or real property, provided however, that this corporation shall not, except insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- d) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the

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corporation shall not participate or intervene in any political campaign including the publishing or distributing of statements on behalf of any candidate for public office.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

FOURTH: The county in the State of California where the principal ~~business~~ office for the transaction of the activities of this corporation is located is County.

FIFTH:

a) The number of Directors of this corporation shall be 7.

b) The names and addresses of the persons who are to act in the capacity of the first Directors are:

Walter Barnett	<u>240 Dolores</u> <u>San Francisco, Cal. 94103</u>
Marilyn Haft	<u>22 E. 40th Street</u> <u>New York, New York</u>
Arthur Warner	<u>18 Ober Road</u> <u>Princeton, New Jersey</u>
Michael Wetherbee	<u>2212 Colfax Avenue South</u> <u>Minneapolis, Minnesota</u>
Craig Patton	<u>218 E. State Street</u> <u>Columbus, Ohio</u>
Thomas Frank Coleman	<u>618 1/2 E. Lomita Avenue</u> <u>Glendale, Cal.</u>
E. Carrington Borzan	<u>90 Park Avenue</u> <u>New York, New York</u>

c) The number of Directors authorized in paragraph (a) may be changed by an Amendment to these Articles.

1 d) Any action required to be taken by the Board of
2 Directors under any provision of law may be taken without
3 a meeting, if all members of the Board shall individually
4 or collectively consent in ~~written~~ writing to such
5 action. Such written consent or consents shall be
6 filed with the minutes of the proceedings of the Board.
7 Such action by written consent shall have the same
8 force and effect as the unanimous vote of such Directors.
9 Any certificate or other document filed under any provision
10 of law which relates to action so taken shall state that
11 the ~~Board~~ action was taken by the unanimous written
12 consent of the Board of Directors without a meeting
13 and that the Articles of Incorporation authorize the
14 Directors to so act, and such statement shall be prima
15 facie evidence of such authority.

16 e) The manner in which the Directors shall be chosen and
17 removed from office, their qualifications, powers, duties,
18 compensation, tenure of office, the manner of filling
19 vacancies on the Board, and the manner of calling and
20 holding meetings of the Directors, shall be as stated in
21 the By-laws.

22 f) Directors shall not be personally liable for the debts,
23 liabilities, or obligations of the corporation.

24
25 SIXTH: ^{a)} The persons who are the Directors of the corporation from
26 time to time shall be its only members and on^o ceasing
27 to be a Director of this corporation, any such person
28 shall cease to be a member.

29 b) Members of this corporation are not personally
30 liable for the debts, liabilities, or obligations of the
31 corporation.
32

1 SEVENTH: The property of this corporation is irrevocably dedicated
2 to educational purposes and no part of the net income or
3 assets of this organization shall inure to the benefit
4 of any director, officer, or member thereof or to the
5 benefit of any private individual. Upon the dissolution
6 or winding up of the corporation, its assets remaining
7 after payment of, or provision for payment, of all debts
8 and liabilities of this corporation, shall be distributed
9 to a nonprofit corporation, fund, or foundation which is
10 organized and operated exclusively for educational purposes
11 and which has established its tax exempt status under
12 Section 501 (c)(3) of the Internal Revenue Code. If
13 this corporation holds any assets in trust, or a corp-
14 oration is formed for charitable purposes, such assets
15 shall be disposed of in such manner as ~~xxxxx~~ may be
16 directed by decree of the superior court of the county
17 in which the corporation has its principal ~~xxxxxxxx~~
18 ~~xxxxxxxx~~ office, upon petition therefore by the
19 Attorney General or by a person concerned in the liquidation
20 in a proceeding to which the Attorney General is a party.
21

22 EIGHTH: These Articles may, except as provided by law imposing
23 more stringent requirements, be amended as follows:
24 a) Before any members, other than the incorporators,
25 have been admitted to the corporation, by a writing signed
26 by two-thirds of the incorporators.
27 b) After members, other than the incorporators, have been
28 admitted to the corporation, by resolution of the Board
29 of Directors and by two-thirds or more of a quorum of
30 the members given either before or after the resolution
31 of the Board.
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~~The authorized number~~

IN WITNESS WHEREOF, we, the undersigned, being the persons named
above as the first directors, have executed these articles of
Incorporation this _____, 1973.

STATE OF CALIFORNIA,
COUNTY OF _____

On this _____, 1973 before me, the undersigned,
a notary Public, personally appeared _____,

_____ known to me to be one
persons whose names are subscribed to the within Articles of
Incorporation and acknowledged to me that they executed the same.
In WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal official seal on the day and year first above
written.

Notary Public for the
State of California
My commission expires
_____, 1973 19__

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B Y L A W S
O F
VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES REPORTER

ARTICLE 1. OFFICES

Section 1.01. The principal office of the corporation for the transaction of its business is located in the County of Los Angeles California.

Section 1.02. The county of the corporation's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

_____ dated: _____
_____ dated: _____
_____ dated: _____

Section 1.03. The corporation may also have ~~other~~ offices at other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. MEMBERS

Section 2.01. The corporation shall have one class of members only, and the property, voting, and other rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the corporation.

Section 2.02. The persons who are the directors of this corporation from time to time shall be its only members

Section 2.03. The members of this corporation shall have no liability for dues or assessments.

Section 2.04. The corporation shall not issue membership

1 certificates.

2 Section 2.05. The corporation shall keep a membership book
3 containing the name and address of each member. Termination of
4 membership of any member shall be recorded in the book, together
5 with the date on which the membership ceased. Such book shall
6 be kept at the corporation's principal office.

7 Section 2.06. No member of this corporation shall be
8 personally liable for the debts, liabilities, or obligations of
9 the corporation.

10 Section 2.07. Membership in the corporation is not trans-
11 ferable and nonassignable.

12 Section 2.08. ~~x~~ The membership of any member of the
13 corporation shall automatically terminate ~~ixxxxxxxxxxxxx~~
14 ~~xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx~~ when he ceases to be a director of
15 the corporation, by way of death, resignation, or removal as
16 provided in these By-laws.

17
18 ARTICLE 3. MEETINGS OF MEMBERS

19 Section 3.01. Meetings of members shall be held at the
20 principal ~~xxxx~~ office of the corporation or at such other
21 place or places ~~xxxxxxxx~~ within or without the State of
22 California as may be designated from time to time by ~~xxxxxxxx~~
23 consent of a majority ~~a~~
of the Board of Directors.

24 Section 3.02. The members shall meet annually on the
25 second Saturday in August in each year, beginning with the
26 year 1974, at 10:00 am for the purpose of transacting such
27 business as may come before the meeting.

28 Section 3.03. Special meeting of the members shall be
29 called by a majority of the Directors of the corporation and
30 held at such times and places within or without the State of
31 California as may be agreed upon by a majority of the directors.
32

1 Section 3.04. Written or printed notice of the time and
2 place of every meeting shall be personally delivered to each
3 member or sent to him by United States mail, postage prepaid, or
4 by telegram at least 7 days prior to such meeting. If sent by
5 mail or telegram, the notice shall be addressed to the member at
6 his address as shown on the books of the corporation and shall
7 be deemed given at the time it is deposited in the mail or
8 delivered to the telegram company. The notice shall be given
9 by the Secretary or ~~the~~ other person designated by the
10 President.

11 Section 3.05. Notice of the meetings of the members shall
12 specify the place, the day, and the hour of the meeting, and in
13 the case of a special meeting, the general nature of the
14 business to be transacted.

15 Section 3.06. The transactions of any meeting of members
16 ~~shall~~ however called and noticed, are as valid as though had at
17 a meeting duly held after regular call and notice, if a quorum
18 as hereinafter defined, is present, ~~and either~~ in person or by
19 proxy, and if, either before or after the meeting, each of the
20 persons entitled to vote but not present in person or by
21 proxy signs a written waiver of notice, or a consent to a
22 holding of the meeting, or approval of the minutes thereof. All
23 such waivers, consents, or approvals shall be filed with the
24 corporate records or made a part of the minutes of the meeting.

25 Section 3.07. A quorum shall consist of fifty-one percent
26 of the membership.

27 Section 3.08. In the absence of a quorum, any meeting of
28 the members may be adjourned from time to time by the vote of a
29 majority of the members present, but no other business shall be
30 transacted.

31 Section 3.09. The members present at a duly called or held
32 meeting at which a quorum is present may continue to do business
until adjournment notwithstanding the withdrawal of enough members

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to leave less than a quorum.

Section 3.10. a) Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided for in these Bylaws. Election of Directors however, shall be by ballot.

b) Notwithstanding the provisions of Paragraph (a) hereof, any vote, including the election of Directors, may be conducted by mail in such manner as the Board of Directors shall determine.

c) No single vote shall be split into fractional votes.

d) Members shall have the right to vote either in person or by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in these Bylaws, provided however, that no proxy shall be valid after 11 months after the date of its execution unless otherwise provided in the proxy.

Section 3.11. Meetings of the members shall be presided over by a chairman or chairwomen chosen by a majority of the members present.

Section 3.12. Any action which may be taken at a meeting of members ~~xxxxxxx~~ may be taken without a meeting if authorized by a writing signed by all members and filed with the ~~xxx~~ Secretary of the corporation, except as otherwise expressly provided in these bylaws.

1 ARTICLE 4. DIRECTORS

2 Section 4.01. The corporation shall have seven directors and
3 collectively they shall be known as the Board of Directors. The
4 number may be changed only by amendment of the Articles of Incorporation
5 of this corporation.

6 Section 4.02. The words "Directors" and "Board" as used in
7 the Articles of Incorporation or in these Bylaws in relation to
8 any power or duty requiring collective action, mean "Board of
9 Directors".

10 Section 4.03. The Directors shall exercise the powers of
11 the corporation, control its property, and conduct its affairs,
12 except as otherwise provided by law.

13 Section 4.04. It shall be the duty of the Directors to:

14 a) Perform any and all duties imposed on them collectively
15 or individually by law, by the Articles of Incorporation, or by
16 these Bylaws.

17 b) Appoint and remove, employ and discharge, and except
18 as provided in these Bylaws, prescribe duties and fix the compensa-
19 tion, if any, of all officers, agents, and employees of the
20 corporation.

21 c) Supervise all officers, agents, and employees of the
22 corporation to assure that their duties are properly performed.

23 d) Meet at such time and places as required by these
24 Bylaws.

25 e) Require that special meetings of the members be called
26 whenever and as often as they deem necessary.

27 f) Register their ~~xxxx~~ addresses with the Secretary of
28 the corporation, and notices of meetings mailed or tele-
29 graphed to them at such addresses shall be ~~valid~~ valid notices
30 thereof.

31 Section 4.05. Directors shall be elected ~~by~~ at the annual
32 meeting of the members, or by mail as may be determined by the
Board of Directors. Directors shall hold office until their
respective successors are elected.

1 Section 4.10. The Directors shall not be personally liable
2 or the debts, liabilities, or other obligations of the
3 corporation.

4 Section 4.11. Should any person be sued, either alone or with
5 others, because he is or was a Directors, officer or employee
6 of the corporation, in any proceeding arising out of his alleged
7 misfeasance or nonfeasance in the performance of his duties or
8 out of any alleged wrongful act against the corporation or by
9 the corporation, indemnity for his reasonable expenses,
10 including attorney fees incurred in the defense of the proceeding,
11 may be assessed against the corporation, its receiver, or trustee,
12 by the court in the same or separate proceeding if: 1) the
13 person is successful in whole or in part, or the proceeding is
14 settled with the approval of the court; and 2) the court finds
15 that his conduct fairly and equitably merits such indemnity.
16 The amount of the indemnity shall be so much of the expenses,
17 including attorney fees, incurred in the defense of the proceeding,
18 as the court determines to be reasonable.

19
20 ARTICLE 5. OFFICERS

21 Section 5.01. The officers of the corporation shall be a
22 President, a Vice President, a Secretary ^{EXECUTIVE DIRECTOR} and a Treasurer. The
23 Corporation may also have such other officers as the board may
24 elect. When the duties do not conflict, one person ~~may~~ other
25 than the President, may hold more than one of these offices. ~~may~~

26 Section 5.02. Any member of the corporation is qualified to
27 be an officer of the corporation.

28 Section 5.03. The Board of Directors shall elect all officers
29 of the corporation.

30 Section 5.04. Any officer may be removed, either with or without
31 cause, by a majority of the Directors at the time in office, at any
32 regular or special meeting of the Board, or by unanimous written
consent of the Board members. Any officer may resign at any time by

1 giving written notice to the Board of Directors or to the President
2 or Secretary of the Corporation. Any such ~~affix~~ resignation shall
3 take effect at the date of the receipt of the notice or at any
4 later time as specified therein, and unless otherwise specified therein,
5 the acceptance of such resignation shall not be necessary to make it
6 effective.

7 Section 5.05. Any vacancy caused by the death, resignation,
8 removal, disqualification, or otherwise, of any officer shall be filled
9 by the Board of Directors for the unexpired portion of the Term. In
10 the event of ~~xxxxxx~~ a vacancy in any office other than that of the
11 President, such vacancy may be temporarily filled by appointment by
12 the President until such time as the Board shall fill the vacancy.
13 Vacancies occurring in offices or officers appointed at the
14 discretion of the Board may or may not be filled as the Board shall
15 determine.

16 Section 5.06. Subject to the control of the Board of
17 Directors, the President shall have general supervision, direction and control
18 of the business and affairs of the corporation. He or she shall
19 preside at all meetings of the Members and Directors, and shall
20 have such other duties as may be prescribed from time to time
21 by the Board of Directors.

22 Section 5.07. In the absence or disability of the
23 President, the Vice-President shall perform all the duties of the
24 President, and in so acting shall have all the powers of the
25 President. The Vice President shall have ~~xxx~~ such other powers and
26 perform such other duties as may be prescribed from time to time
27 by the Board of Directors.

28 Section 5.08. The Secretary shall keep a full and
29 complete record of the proceedings of the Board of Directors, shall
30 keep the seal of the Corporation and affix the same to such papers and
31 instruments as may be required in the regular course of business,
32 shall make service of such notices as may be necessary and proper, shall
supervise the keeping of the books of the corporation, and shall
discharge such other duties as pertain to the office or as prescribed by
the Board of Directors.

1 Section 5.09. The Treasurer shall receive and safely keep
2 all funds of the corporation and deposit the same in such bank or banks as
3 may be designated by the Board of Directors. Such funds shall be paid
4 out only on the check of the corporation signed by the President,
5 Vice President, Treasurer, or Executive Director, or such other
6 officers as may be designated by the Board of Directors. The
7 Treasurer shall have such other powers and perform such other duties as
8 may be prescribed from time to time by the Board of Directors.

9
10 Section 5.10. The Board of Directors shall elect an Executive
11 Director. As
12 Executive Director, subject to the authority of the President, he or
13 she is charged with the administration and general supervision of
14 the activities and facilities of the corporation. He or she shall
15 be subject to direction by the Board of Directors.

16 Section 5.11. The salaries of the officers of the
17 corporation shall be fixed from time to time by resolution of the
18 board of Directors, and no officer shall be prevented from
19 receiving such salary by reason of the fact that he is also a Director of
20 the Corporation. No officer shall receive unreasonable ^{high} compensation.

21

22 ARTICLE 6. COMMITTEES

23 Section 6.01. Ad hoc committees for specific purposes or
24 activities may be designated from time to time by resolution of the
25 Board of Directors.

26

27 ARTICLE 7. EXECUTION OF INSTRUMENTS

28

29 Section 7.01. The Board of Directors may by resolution
30 authorize any officer or agent of the corporation to enter into any
31 contract or execute and deliver any instrument in the name of and
32 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 the authority or power to bind the
corporation by any contract or to pledge its credit or property.

1 it liable pecuniarily for any purpose or in any amount.

2

3 ARTICLE 8. CORPORATE RECORDS, REPORTS, AND SEAL

4 Section 8.01. The corporation shall keep at its
5 principal office a book of its minutes of all meetings of the
6 Board of Directors and of all meetings of its members.

7 Section 8.02. The corporation shall keep and maintain adequate and
8 correct accounts of its properties and business transactions,
9 including accounts of its assets, liabilities, receipts, disbursements,
10 gains and losses.

11 Section 8.03. The books of account shall at all reasonable
12 times be available to inspection by any Director.

13 Section 8.04. The Board of Directors may adopt, use, and at will
14 alter, a corporate seal. Such seal shall be affixed to all
15 corporate documents, but failure to affix it shall not affect the
16 validity of any such instrument.

17

18 ARTICLE 9. FISCAL YEAR

19 Section 9.01. The fiscal year of the corporation shall
20 begin on the first day of January and end on the last day of
21 December in each year.

22

ARTICLE 10. BYLAWS

23 Section 10.01. These Bylaws shall become effective
24 immediately on their adoption. Amendments to these Bylaws shall become
25 effective upon their adoption unless the Board of Directors or members
26 provide that they are to become effective at a later date.

27 Section 10.02. Subject to the limitations contained in the
28 Articles of Incorporation and to any provisions of law applicable to
29 the amendment of Bylaws of nonprofit corporations these bylaws, or
30 any of them, may be amended, altered, or repealed, and new Bylaws
31 adopted as follows:

32

- a) Subject to the power of the members

1 to change or repeal them, by a vote of a majority of the Directors
2 present at any regular or special meeting of Directors at which a
3 quorum is present, provided that written notice of such meeting and
4 intention ~~of~~ to change the Bylaws thereat is delivered to each
5 Director at least seven days prior to the meeting or by written
6 consent of all Directors without a meeting as provided for in the
7 Articles of Incorporation, provided that ~~xxxxxxxxxxxx~~ a Bylaw
8 fixing, ^{or} changing the number of Directors may not be adopted,
9 amended or repealed except as provided in paragraph (b) hereof; or

10 b) By the vote or written assent of a
11 majority of the members, or the vote of a majority of a quorum at a
12 meeting duly called and noticed for the purpose.

13 Section 10.03. A copy of the Bylaws ~~xxxxxxxxxxxx~~ as
14 amended or otherwise altered to date, certified by the Secretary
15 of the Corporation, shall be recorded and kept in a book which shall
16 be kept in the principal office of the corporation and shall be
17 available to the inspection of members or directors at any
18 reasonable time.

19
20 ARTICLE 15. CONSTRUCTION

21 Section 15.01. As used in these Bylaws:

- 22 a) *The present tense includes*
23 the past and ~~xxxxxx~~ the future tenses, and the future tense includes
24 the present.
25 b) the masculine gender includes the feminine
26 and neuter.
27 c) The singular number includes the plural,
28 and the plural number includes the singular.
29 d) the word "shall" is mandatory and the
30 word "may" is permissive.
31 e) The word "Directors" and ~~&~~"Board" have the
32 ~~xxxxxxxxxxxx~~ meaning stated in Section 4.02.

1 We, the undersigned, are all of the persons named as the
2 first Directors in the Articles of Incorporation of ~~TWE~~ the
3 VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES, a California Corporation, and
4 pursuant to the authority granted to the Directors in Article
5 Five, paragraph ~~(e)~~ (d), of said Articles, to take action by
6 unanimous written consent without a meeting, we consent to, and
7 hereby do, adopt the foregoing Bylaws, consisting of 12 pages,
8 as the Bylaws of said corporation.

9
10 DATED:

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CERTIFICATE

I, _____, HEREBY CERTIFY:

That I am the duly elected and acting Secretary of the
VICTIMLESS CRIMES AND SEXUAL CIVIL LIBERTIES a California corporation; and
That the foregoing Bylaws, consisting of 12 pages,
constitute the Bylaws of said corporation as duly adopted on
 19 , by the unanimous written consent of the
Directors as authorized by Article X 5, paragraph ~~2~~ (d) of the
Articles of Incorporation of said corporation.

DATED:
