

**BYLAWS OF**  
**THE NATIONAL COALITION FOR SEXUAL FREEDOM**

(Amended and Restated as of \_\_\_\_\_, 2017)

- ARTICLE I - NAME
- ARTICLE II - PURPOSES
- ARTICLE III - PROHIBITED ACTIVITIES
- ARTICLE IV - NONDISCRIMINATION
- ARTICLE V - OFFICES
- ARTICLE VI - STOCK
- ARTICLE VII - MEMBERSHIP AND VOTING RIGHTS
- ARTICLE VIII - BOARD OF DIRECTORS
- ARTICLE IX - OFFICERS
- ARTICLE X - COUNCIL OF COALITION PARTNERS
- ARTICLE XI - STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS
- ARTICLE XII - STAFF
- ARTICLE XIII - ADVISORY BOARD
- ARTICLE XIV - NOTICES
- ARTICLE XV - CORPORATE FINANCES
- ARTICLE XVI - COMPENSATION
- ARTICLE XVII - INDEMNIFICATION
- ARTICLE XVIII - DISSOLUTION
- ARTICLE XIX - CORPORATE SEAL
- ARTICLE XX - AMENDMENTS

## **ARTICLE I – NAME**

The name of the Corporation is The National Coalition for Sexual Freedom (the “Corporation”).

## **ARTICLE II - PURPOSES**

The Corporation is organized, and shall be operated, to support and encourage positive media presentations of, and to engage in public policy advocacy at the national, state and local levels on, issues relating to individual freedom of consenting adults in matters of sexual identity, expression and orientation, all as may qualify it as an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”) and exempt it from federal income tax under section 501(a) of the Code, or the corresponding provisions of any revised or future United States internal revenue law. The Corporation shall perform such other acts as may be considered necessary, appropriate or beneficial and shall have all powers specified for non-stock and nonprofit corporations generally under the laws of the District of Columbia, unless expressly prohibited herein.

## **ARTICLE III - PROHIBITED ACTIVITIES**

Section 1. Specific Prohibitions. At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), or any other provision hereof:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation’s Directors, officers, contributors, employees or any other persons, except that the Corporation has the authority to pay reasonable compensation for services actually rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- (b) No loans shall be made by the Corporation to any Director, officer, contributor or employee of the Corporation or any parent, spouse, sibling or child of such individual.
- (c) Although the Corporation may participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, it shall not do so to the extent that such actions become the Corporation’s primary activity.
- (d) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (e) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia or any other jurisdiction where any of its activities are conducted.

Section 2. General Prohibitions. Notwithstanding any other provision of these Bylaws or of the Articles of Incorporation of the Corporation, the Corporation shall not engage in or carry on any activities that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(4) of the Code and exempt from federal taxation under section 501(a) of the Code or the corresponding provisions of any revised or future United States internal revenue law.

## **ARTICLE IV – NONDISCRIMINATION**

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

## **ARTICLE V - OFFICES**

The registered office of the Corporation shall be located in such place as the Corporation’s Board of Directors (hereinafter referred to as the “Board”) shall from time to time designate. The Corporation may maintain additional offices at other places as the Board may choose to designate.

## **ARTICLE VI - STOCK**

The Corporation shall have no authority to issue shares of stock.

## **ARTICLE VII - MEMBERSHIP AND VOTING RIGHTS**

Section 1. Classes of Membership and Voting Rights. The Corporation shall have two (2) classes of members:

- (a) full members with voting rights (hereinafter referred to as “Coalition Partners”) and
- (b) affiliated individuals or other entities, who may become associated with the Corporation as set forth herein, but who remain members without voting rights (hereinafter referred to as “Associate Members”). All members shall be Associate Members unless expressly designated as Coalition Partners.

Section 2. Coalition Partners. Unless a requirement is waived pursuant to Section 4 of this Article, each Coalition Partner must commit to:

- (a) be in agreement with the mission of NCSF;
- (b) be a business, organization, group, or event;
- (c) hold an annual fundraiser for the benefit of NCSF;
- (d) be represented at at least one (1) annual meeting of the Council of Coalition Partners every three years; and
- (e) remain current on their dues.

Section 3. The Board shall have the exclusive authority to review, approve, or disapprove an application for membership in the Council of Coalition Partners, or to remove a Coalition Partner, in its sole discretion, and shall not be required to state its reasons therefor. To ensure adequate review, proper notice of meetings, and compliance with these Bylaws, no application for membership in the Council of Coalition Partners may be accepted less than thirty (30) days prior to the announced date of an annual meeting of the Council.

Section 4. Associate Members. Associate Members may be any type of entity whatsoever. The Board, in its sole discretion, may from time to time create or eliminate subcategories of Associate Members. Associate Members who are individuals may serve on the Advisory Board as described in Article XIII of these Bylaws.

Section 5. Waiver of Requirements for Coalition Partners. The Board of Directors may in any specific case waive one or more of the requirements listed in Section 3 of this Article with respect to Coalition Partner applicants, provided, however, that (a) all such waivers must be reflected and recorded in a resolution of the Board that identifies the requirement or requirements being waived and (b) the waiver motion must receive the affirmative vote of at least two-thirds of the Board then present and voting. Once such a waiver occurs, the waiver shall be irrevocable with respect to the party involved.

Section 6. Dues. Coalition Partners and Associate Members may be required to pay such dues as the Board from time to time may determine. Membership status shall lapse for nonpayment of dues unless dues have been paid in full no later than 30 days following receipt of notice of the amount and due dates of applicable dues, and may be reinstated at the discretion of the Board.

## **ARTICLE VIII - BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board, which may exercise all powers of the Corporation and perform all lawful acts that are directed or required to be exercised or performed by or are conferred upon or reserved for the Board by law, the Articles of Incorporation or these Bylaws, except for those granted exclusively to the Coalition Partners.

Section 2. Voting. Each Director shall have one (1) vote. The Board shall act by majority vote of Directors present at a duly held meeting of the Board at which a quorum is present as provided in these Bylaws; provided, however, that any vote to amend the Articles of Incorporation, Bylaws, or mission statement of the Corporation, or to wind up and dissolve, shall be effective only upon approval by the Council of Coalition Partners as provided herein.

Section 3. Number and Qualifications. The number of Directors shall be thirteen (13). Directors shall be of legal age in the jurisdiction in which they reside, and in no event be under the age of eighteen (18), and shall at the time of their election be either a member of at least one of the Coalition Partners or an Associate Member.

Section 4. Classification and Election or Appointment. There shall be two (2) classes of Directors. One class shall consist of nine (9) elected Directors (“Elected Directors”) and a second class shall consist of four (4) appointed Directors (“Appointed Directors”).

(a) The Elected Directors shall be elected as follows:

(1) Elected Directors shall be elected by the Council of Coalition Partners for two year terms, pursuant to procedures that shall result in staggered terms of office, with four Directors' terms lapsing in one year, and five lapsing in the subsequent year. Each Director shall become a Director immediately upon election, hold office until the expiration of her or his term and the election and qualification of his or her successor or until his or her earlier resignation or removal. Nothing in these Bylaws shall preclude an Elected Director, if reelected, from serving successive terms.

(2) Coalition Partners shall elect the Elected Directors at the annual meeting of the Council, in person, by means of a conference telephone call or by similar communications activity, or by written ballot, the procedure for which shall be determined by the Board.

(b) The Appointed Directors shall be appointed as follows:

(1) Appointed Directors shall be appointed by a majority vote of the Elected Directors to serve until the next annual meeting of the Council. Each Appointed Director shall hold office until the expiration of her or his term, or until his or her earlier resignation or removal. Nothing in these Bylaws shall preclude an Appointed Director, if reappointed, from serving successive terms.

Section 5. Vacancies. A vacancy occurring in the Board shall be filled as follows:

(a) A vacancy occurring in the Elected Directors for any reason, including an increase in the number of Elected Directors, may be filled by the affirmative vote of a majority of the then-members of the Board; provided, however, that such Director shall be classified as an Appointed Director. Such Director shall serve until the next annual meeting of the Council of Coalition Partners, at which time the Council will elect a new Elected Director to fill out the remainder of the term.

(b) A vacancy in the Appointed Directors for any reason, including an increase in the number of Appointed Directors, may be filled by the affirmative vote of a majority of the then-members of the Board to fill out the remainder of the term.

Section 6. Removal.

(a) A Director of the Corporation may be removed, regardless of classification, with or without cause, at any meeting of the Council of Coalition Partners duly called at which there is a quorum, by the affirmative vote of sixty percent (60%) of the Coalition Partners present.

(b) A Director of the Corporation may be removed, regardless of classification, with or without cause, at any meeting of the Board of Directors duly called at which there is a quorum, by the affirmative vote of sixty percent (60%) of the Directors present.

Section 7. Resignation. A Director may resign at any time by giving written notice to all members of the Board. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Section 8. Conflict of Interest. No member of the Board of Directors, any of its Committees, or of the Council of Coalition Partners shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the individual so affected must announce his or her potential conflict, disqualify himself or herself from voting on the matter, and be excused from the meeting until discussion is over on the matter involved. The Chair is expected to make inquiry if such conflict appears to exist and the affected individual has not made it known.

Section 9. Place of Meetings. The Board may hold meetings, annual, regular, or special, at any location designated by the Board.

Section 10. Annual Meeting. The annual meeting of the Board shall be held once each year on such date as the Board shall select, or at such other time as the Board may designate. The Board of Directors shall be available at the annual meeting of the Council of Coalition Partners held as set out in Article X below.

Section 11. Regular Meetings. Additional regular meetings of the Board may be held, at such time and place as may be determined by the Board at its annual meeting, without further notice.

Section 12. Special Meetings. Special meetings of the Board may be called by any Director by written notice to all other Directors as provided in these Bylaws.

Section 13. Quorum; Adjournments. The presence of a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be specifically provided by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting of the Board, the Director(s) present may adjourn the meeting until a quorum shall be present.

Section 14. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all Directors and such written consent is filed with the minutes of the proceedings of the Board.

Section 15. Meetings by Telephone and/or Electronic Communications. An annual, regular, or special meeting of the Board does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Directors have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Board, pose questions, and make comments.

## **ARTICLE IX - OFFICERS**

Section 1. Designations. The officers of the Corporation shall be elected by the Board and shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Board may also elect one or more other officers

and agents as it shall deem necessary and appropriate. Any two (2) or more offices may be held by the same person, provided that no person shall simultaneously hold the offices of Chair and Treasurer. No person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 2. Powers. The officers of the Corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board.

Section 3. Term of Office; Removal. The Board, at its annual meeting, shall elect the officers of the Corporation. The officers of the Corporation shall hold office for one (1) year terms until the next succeeding annual meeting of the Board and until the election and qualification of their successors, or until their earlier resignation or removal. Any officer may serve consecutive terms. Any officer may be removed by the Board at any time when, in the Board's judgment, the best interests of the Corporation will be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board.

Section 4. Chair. The Chair (hereinafter referred to as the "Chair") shall be an Elected Director and shall be elected to the office of Chair by a majority vote of the Board. The Chair shall be an officer of the Corporation and shall be responsible for the management of the Corporation. The Chair shall preside over all meetings of the corporation; the absence of the Chair, or if no Chair has been elected, the Vice Chair, if any, shall preside or the Board may designate another Director to preside. Should the Chair resign or become unable to act due to death or disability, the Vice Chair shall accede to the office of Chair and serve as Chair for the balance of the term of office.

Section 5. Vice Chair. The Vice Chair shall be an Elected Director, and shall be elected to the office of Vice Chair by a majority vote of the Board. The Vice Chair shall be an officer of the Corporation and shall have such powers and duties in this capacity as the Board may designate. Should the Vice Chair resign or become unable to act due to death or disability, the Board may elect any Director to serve as Vice Chair for the balance of the term of office.

Section 6. The Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall keep the minutes of the meetings of the Board. He or she shall send copies of the minutes of all meetings to the Board and shall also see that the records of the Corporation and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Board.

Section 7. The Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation, including custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies 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 shall disburse the funds of the Corporation, working in close cooperation with the Chair and the Board, taking proper vouchers for such disbursements, and shall render to the Board on a monthly basis, or whenever else the Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also

prepare an Annual Report of the corporation's finances to be presented at the annual meeting of the Council of Coalition Partners, and a proposed budget for the coming fiscal year to be submitted for approval by the Council.

Section 8. Resignations. Any officer may resign at any time by delivering a written resignation to the Board, the Chair, or the Secretary. Such resignation shall be effective upon delivery or as of such later effective date set forth in the resignation.

## **ARTICLE X - COUNCIL OF COALITION PARTNERS**

Section 1. General Powers. The Council of Coalition Partners (the "Council") as defined herein represents the Coalition Partner members of the Corporation and shall at its annual meeting elect Directors needed to succeed Directors whose terms on the Board of Directors are expiring or to fill vacancies. The Council shall also at the annual meeting review the financial reports for the previous year submitted by the Treasurer and documentation in support thereof and approve the budget of the Corporation for the forthcoming financial year. . In addition to these powers which shall be exercised at the annual meeting, the Council shall, from time to time, in its discretion exercise the following powers:

(a) The Council shall provide strategic and policy planning and set general goals for the Board to follow and implement, by the passage of resolutions at a meeting as set out herein. The Council may in addition serve in an advisory capacity on specific issues at the Board's request.

(b) The Council is additionally empowered to form committees to formulate proposed policies or strategies and may, at the Board's request, form committees of its own or in conjunction with the staff or other officers or agents form committees to accomplish designated tasks.

Section 2. Voting; Representatives. Each Coalition Partner shall have one (1) vote on the Council, to be exercised by its designated representative. The act of a majority of the representatives present at any meeting at which there is a quorum shall be the act of the Council, except as may be specifically provided by law, the Articles of Incorporation, or these Bylaws. A Coalition Partner may designate, remove or replace its representative at any time in its sole discretion by delivering a written notice thereof to the Board; provided, however, that any such notice received less than 60 days before a meeting of the Council shall not become effective until immediately following such meeting. Membership in the Council is not transferable.

Section 3. Removal. A representative serving on the Council may be removed by the Council, with or without cause, at any meeting of the Council duly called at which there is a quorum, by the affirmative vote of sixty percent (60%) of the Coalition Partners present. At the conclusion of any meeting at which a representative is removed, the Council shall immediately take all reasonable steps to inform the affected Coalition Partner of such removal. Upon receipt of notice of such removal, the Coalition Partner shall designate a new representative.

Section 4. Chair. The Chair of the Corporation (hereinafter referred to as the "Chair") shall preside over the meetings of the Council, or, if the office of Chair is vacant, the Council may designate another Director to preside.

Section 5. Place of Meetings. The Council may hold meetings, annual, regular, or special, at locations determined by the Council.

Section 6. Annual Meeting. The annual meeting of the Council shall be held once each year on such date as the Board shall select. The Board shall provide all Coalition Partners with at least 60 days' notice of the location and time of the meeting.

Section 7. Regular Meetings. Additional regular meetings of the Council may be held, at such times and places as may be determined by the Council at the annual meeting, without further notice.

Section 8. Special Meetings. Special meetings of the Council may be called by 25% of the Coalition Partners by written request to the Board; said notice shall contain the specific purpose or purposes for which the special meeting is being called, The Board shall schedule a special meeting of the Council for such purposes to be held no later than 30 days after receipt of such written request from 25% of the Coalition Partners, and any action taken at such meeting shall be limited to the noticed purposes.

Section 9. Quorum; Adjournments. The presence, either in person or by means of a conference telephone call or by similar communications technology, of the designated representatives of 10% of the number of Coalition Partners shall constitute a quorum for the transaction of business at all meetings of the Council, unless otherwise provided herein. If a quorum is not present at any meeting of the Council, the representative(s) present may adjourn the meeting until a quorum shall be present.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if written consent to such action is signed by all members of the Council and such written consent is filed with the minutes of the proceedings of the Council.

Section 11. Meetings by Telephone and/or Electronic Communications. An annual, regular, or special meeting of the Council does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

## **ARTICLE XI – STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS**

Section 1. General. A Director or officer shall discharge his or her duties as a Director or officer, including his or her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the Corporation. A Director or officer is not acting in good faith if said Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Article unwarranted.

Section 2. Reliance upon others. The Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more Officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence; or

(c) A committee of the Board of Directors of which he/she is not a member if the Director or officer reasonably believes the committee merits confidence.

## **ARTICLE XII – STAFF**

Section 1. Executive Director. The Board may, in its sole discretion, employ an Executive Director, where conditions of employment shall be specified by the Board. A candidate for the position must be confirmed by a majority vote of the Board; the Executive Director may be terminated by a two-thirds vote of the Directors then in office.

Section 2. Authority and responsibility. The Executive Director shall be the chief executive of the Corporation and shall provide operations and staff support for the Corporation; perform duties as directed and as necessary to carry on the work of the Corporation; and be responsible for any management functions designated by, and within guidelines established by, the Board, under general supervision of the Chair. The Executive Director is an ex-officio member of the Board and all committees, with voice but without vote. The Executive Director shall be entitled to participate in meetings, except those portions of a meeting at which matters relating to the performance, compensation, or similar personnel matters regarding the Executive Director are discussed.

Section 3. Accountability. Although under the general supervision of the Chair on a day-to-day basis, the Executive Director remains at all times an employee of the Corporation and is accountable to the Board for the acceptable performance of all duties assigned.

Section 4. Staff Appointments. The Executive Director may employ, fix compensation within the approved budget for, and terminate employment of members of the staff as necessary to carry on the work of the Corporation; the Executive Director will also define duties of staff, establish their titles and supervise their performance. All personnel matters regarding the staff shall be conducted in full compliance with the Corporation's anti-discrimination policy.

## **ARTICLE XIII - ADVISORY BOARD**

Section 1. Creation. The Board may appoint any number of individuals to a committee (hereinafter referred to as the "Advisory Board"), to advise the Board with respect to:

- (a) appropriate activities and programs to be conducted to further the purposes of the Corporation;
- (b) potential recipients of grants from the Corporation; or
- (c) any other matters.

Section 2. Term, Powers and Authority. All members of the Advisory Board shall serve at the pleasure of the Board. Members of the Advisory Board shall have no authority, express or implied, to bind or control the Corporation in any way. Members of the Advisory Board shall receive no compensation for

serving, but may be reimbursed for expenses incurred in attending meetings of the Advisory Board or otherwise furthering the goals of the Corporation.

Section 3. Procedure; Meetings. The Advisory Board shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by such rules. The Advisory Board shall keep minutes of its meetings and deliver such minutes to the Board. Joint meetings of the Board and the Advisory Board may occur if the Board so desires.

Section 4. Meetings by Telephone. The members of the Advisory Board may participate in a meeting by means of a conference telephone call or by similar communications activity provided that all members of such Advisory Board participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence at such meeting.

#### **ARTICLE XIV - NOTICES**

Section 1. Form; Delivery; Time. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director, officer, or member, such notice may be given in writing, by First Class mail, addressed to such Director, officer or member at their address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone, telegram, e-mail, or private overnight mail service. Such notice shall be deemed to be given at the time of delivery. Unless otherwise provided in these Bylaws or by law, notice shall be given no less than 10 and no more than 60 days prior to the date of the meeting or other action being noticed.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any Director who attends a meeting of the Board, and any Coalition Partner who attends a meeting of the Council, without protesting such lack of notice at the commencement of the meeting, shall be conclusively deemed to have waived notice of such meeting.

#### **ARTICLE XV - CORPORATE FINANCES**

Section 1. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Board may from time to time determine.

Section 2. Checks and Other Documents. All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by such officer or officers of the Corporation as the Board from time to time may determine.

Section 3. Fiscal Year. The Board shall establish the Corporation's fiscal year.

Section 4. Budget. The Board of Directors shall prepare and propose an annual budget for submission to, and ratification by, the Council of Coalition Partners as provided herein.

Section 5. Annual Financial Statements. The Corporation shall prepare annual financial statements, which need not be audited, and distribute them to the Coalition Partners.

Section 6. Fiscal Policy. The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls - the obligation and disbursement of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the Corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

#### **ARTICLE XVI - COMPENSATION**

A Director or officer of the Corporation may receive compensation from the Corporation for services rendered to the Corporation, but such compensation may not exceed the fair market value of the services rendered. A Director or officer may be reimbursed for expenses incurred in attending meetings of the Board or otherwise in representing or furthering the goals of the Corporation.

#### **ARTICLE XVII - INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the Corporation or is or was serving at the request of the Corporation as a director, trustee, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in accordance with the rules provided in the Articles of Incorporation, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her service in such capacity.

Notwithstanding the foregoing, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, where the transaction is found by the Corporation to have been in violation of these Bylaws, the Articles of Incorporation, would create a conflict of interest for the Corporation or expose the Corporation to criminal liability, is ultra vires, or is otherwise reasonably deemed to be not in the best interest of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of

an indemnified officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE XVIII - DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefore; and

(b) All remaining assets, of every nature and description whatsoever, shall be distributed to one or more organizations exempt from federal income tax under section 501(c)(3) or section 501(c)(4) of the Internal Revenue Code, or the corresponding provisions of any future United States internal revenue law.

**ARTICLE XIX - CORPORATE SEAL**

The Corporation will not use a corporate seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

**ARTICLE XX - AMENDMENTS**

The Coalition Partners shall have the power to adopt, alter, replace, amend or repeal these Bylaws, the Articles of Incorporation, or the mission statement and to adopt new Bylaws, by the affirmative vote of two-thirds (2/3) of the Coalition Partners at a duly called meeting, provided that notice of the proposal to adopt, alter or repeal these Bylaws, or to adopt new Bylaws, was given to all Coalition Partners, identifying the meeting of the Council at which such action will take place, not less than 60 days prior to the date of such meeting; such vote may be by written ballot and shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Approved and adopted as of \_\_\_\_\_, 2017

\_\_\_\_\_  
Secretary