

AMENDED AND RESTATED BYLAWS

OF

The Napa Valley Coalition of Nonprofit Agencies

A California Nonprofit Public Benefit Coalition

Adopted by the Membership of the Coalition on November 16, 2016

ARTICLE I - NAME

The name of this nonprofit Coalition is the Napa Valley Coalition of Nonprofit Agencies, and it is sometimes referred to in these Bylaws as the "Coalition".

ARTICLE II - PURPOSE

Section 1.

The primary purposes of the Coalition shall be to strengthen and support its nonprofit members who work to improve the quality of life of Napa County residents.

Section 2.

The Coalition is a California non-profit public benefit organization, under the California Non-profit Public Benefit Corporation Law and is for charitable purposes, not for the private gain of any person.

Section 3.

The Coalition is organized exclusively for charitable and educational purposes with the purpose of strengthening and supporting its nonprofit members within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Notwithstanding any other provision of these bylaws, the Coalition shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Coalition or carry on any other activities not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

No substantial part of the activities of the Coalition shall consist of the carrying on of propaganda, publication or dissemination of materials with the purpose of attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986, as amended, or such other Sections of the Internal Revenue Code that may apply, or by the laws of the State of California, and the Coalition shall not participate or intervene in any political campaign on behalf or in opposition to any candidate for public office.

## ARTICLE III – DURATION, DEDICATION OF ASSETS, AND DISSOLUTION

### Section 1.

The duration of this organization shall be perpetual.

### Section 2.

The properties and assets of the Coalition are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of the Coalition, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Member or director of the Coalition.

### Section 3.

Upon the dissolution of the Coalition, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Coalition, dispose of all the assets, exclusively to charitable, educational, or religious organizations that qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not disposed of by the Board of Directors shall be distributed of by a court of competent jurisdiction in which the principal office of the Coalition is then located, exclusively to 501(c) 3 nonprofit organizations as defined above that are operated exclusively for such purpose.

## ARTICLE IV - PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Coalition is located at Community Action Napa Valley located at 2310 Laurel St., Suite 1, Napa, CA 94559. The Board of Directors may change the location of the principal office at any time.

## ARTICLE V - FISCAL YEAR

The fiscal year of the Coalition shall be July 1 to June 30.

## ARTICLE VI – MEMBERSHIP

### Section 1. DETERMINATION AND RIGHTS OF MEMBERS

The Coalition shall have more than one class of Members. Membership shall be defined in the then current Polices and Procedures Manual. The classes of Membership shall be as follows:

- a. Regular Members are voting Members, and are non-profit organizations that work to improve the quality of life of Napa County residents. Any non-profit organization that remains qualified under Section 501(c)3 of the Internal Revenue Code dedicated to the purposes of the Coalition, and which maintains

an office and program, provides services to, or has an executive director with fiscal responsibility in Napa County shall, subject to the provisions of these by laws, be qualified to be a Regular Member.

- b. Affiliate Members are charitable funders, public entities and other organizations, businesses and individuals that provide essential support services to the mission of the Coalition. Affiliate members are non-voting Members.
- c. Honorary Members are individuals, organizations or elected officials who do not qualify to be Regular or Affiliate Members, but can help further the mission of the Coalition. The Executive Director determines honorary Membership. Honorary members are non-voting Members.

No Member shall hold more than one Membership, or a fractional membership, in the Coalition, except as expressly provided in or authorized by the articles of incorporation or bylaws of this Coalition. All Members shall serve without compensation.

#### Section 2. ADMISSION OF MEMBERS

Applicants for Membership shall submit an application to the Executive Director. The Executive Director will apply the criteria for the type of Membership (as such criteria is adopted and amended from time to time by the Board of Directors) and make a recommendation for acceptance to the Board of Directors.

#### Section 3. FEES, DUES, AND ASSESSMENTS

The Board of Directors, in its discretion, shall determine all dues, fees and assessments for each class of Membership. Each Member must pay the dues, fees and assessments within the time and on the conditions set by the Board to be a Member of the Coalition. The Board of Directors shall also adopt a well-defined, structure and equitable process for a waiver of dues, fees or assessments because of special circumstances. Such process shall be communicated in a timely fashion to the members.

#### Section 4. NUMBER OF MEMBERS

There is no limit on the number of Members the Coalition may admit.

#### Section 5. NONLIABILITY OF MEMBERS

A Member of the Coalition is not, as such, personally liable for the debts, liabilities, or obligations of the Coalition.

#### Section 6. VOTING

- a. Eligibility to vote. The Members eligible to vote shall be those Members defined in Section 1. a. and in good standing. There shall only be one vote per Regular Member.
- b. The Executive Director of the Member Agency or his/her equivalent and/or designee, shall exercise such vote.

- c. Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors shall be by ballot. Members entitled to vote will not be permitted to vote by proxy.

#### Section 7. NONTRANSFERABILITY OF MEMBERSHIPS

No Member may transfer its Membership or any right arising therefrom. All rights of Membership cease upon the Member's dissolution of its organization, the failure to pay dues, fees or assessments, of the dissolution of the Coalition, or as otherwise provided below.

#### Section 8. TERMINATION OF MEMBERSHIP

a. Causes of termination. Membership shall terminate upon occurrence of any of the following events:

- (i) The resignation of the Member - Membership may be terminated at any time by writing to the Chair or Secretary of the Board of Directors by email or mail. Termination will be the date of delivery of the notice;
- (ii) The failure of the Member to pay dues or assessments, if required, within the times set forth by the board of directors – membership can be reinstated if dues are paid with 30 days of notice of nonpayment;
- (iii) The determination by the board of directors to make such determination that the Member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Coalition.

b. Procedure for expulsion. Following the determination that a Member should be expelled under subparagraph (iii), the Coalition shall follow the expulsion procedure set forth in California Coalition Code 5341. The Board of Directors, or a committee designated to make such determination, will determine termination.

#### Section 9. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a Member in the Coalition shall cease on termination of Membership as herein provided.

#### Section 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of the Coalition would result in the termination of all Memberships or any class of Membership, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5341 of the California Nonprofit Public Benefit Coalition Law.

#### Section 11. REASONABLE INFORMATION REQUEST AND NOMINATION AND ELECTION PROCEDURES

Each Member of the Coalition shall be entitled to a complete list of Members and the Board of Directors, along with their complete contact information.

Each Member shall be entitled to the financial status of the Coalition, which may be presented at the regularly held meeting.

This Coalition shall make available to Members reasonable nomination and election procedures with respect to the election of directors by Members. Such procedures shall include:

- a. A reasonable means of nominating persons for election as directors as outlined in Article VIII Section 3 of these bylaws
- b. A reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy.
- c. A reasonable opportunity for all nominees to solicit votes.
- d. A reasonable opportunity for all Members to choose among the nominees.

## ARTICLE VII - MEETINGS OF MEMBERS

### Section 1. PLACE OF MEETINGS

Meetings of Members shall be held at the principal office of the Coalition or at such other place or places within Napa County.

### Section 2. ANNUAL AND OTHER REGULAR MEETINGS

The Members shall meet at least quarterly. The annual meeting of Members shall be the last regular meeting of the fiscal year and be for the purpose of electing directors, adopting a budget, and transacting other business as may come before the meeting.

### Section 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members shall be called by the board of directors or the chairperson of the board upon forty-eight (48) hours notice. In addition, special meetings of the Members for any lawful purpose may be called by fifty-one percent (51%) or more of the Members.

### Section 4. NOTICE OF MEETINGS

- a. Time of Notice. Whenever Members are required or permitted to take action at a meeting, a notice of the meeting shall be given by the secretary of the Coalition not less than forty-eight (48) hours before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote.
- b. Manner of Giving Notice. Notice may be given personally or by mail, email, fax, voice mail, or other forms of written or electronic communications.
- c. Contents of Notice. Notice of a Membership meeting shall state the place, date, and time of the meeting and
  - i. In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or

- ii. In the case of a regular meeting, those matters that the board, at the time notice is given, intends to present for action by the members.
- iii. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action.
- iv. The notice of any meeting of Members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

#### Section 5. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the Members of the Coalition.

The Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum. Any action taken after the loss of a quorum must be approved by at least a majority of the Members required to constitute a quorum.

In the absence of a quorum, any meeting of the Members may be adjourned by the vote of a majority of those at the meeting. No other business shall be transacted at such meeting.

#### Section 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of Regular Members present at a duly held meeting at which a quorum is present is the act of the Members, unless the law, the articles of incorporation of this Coalition, or these bylaws requires a greater number.

#### Section 7. CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the chairperson of the board or other board member. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of the Coalition, or with any provision of law.

#### Section 8. ACTION WITHOUT A MEETING

Any action may be taken without a meeting if the Coalition distributes a written ballot to each voting member. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide a space for a vote to be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Coalition. Written ballots may be sent by mail, email, fax, or other forms of written or electronic communications.

All ballots shall also indicate the number of responses needed to meet the quorum requirement and shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Coalition in order to be counted.

Approval of action by ballot shall be valid only when the number of votes cast by ballot within the time period specified 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 action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## ARTICLE VIII - BOARD OF DIRECTORS

### Section 1. DUTIES

Subject to limitations of the articles of incorporation, of the bylaws, and of the California Corporations Code as to action to be authorized or approved by the members, and subject to the duties of the directors as prescribed by the bylaws, all corporate powers shall be executed by or under the authority of, and business and affairs of, the Coalition which shall be controlled by the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

- a. To direct the policies and procedures of the Coalition, to administer its property and funds; to select and remove all the other officers, agents and employees of the Coalition, prescribe such powers and duties for them as may not be inconsistent with the law, with the articles of incorporation or the Bylaws, and fix their compensations, if any; to conduct, manage and control the affairs and business of the Coalition, and to make such rules and regulations therefor not inconsistent with the law, or with the articles of incorporation, bylaws, and policies and procedures of the Coalition and to be responsible for the proper operation and administration of the Coalition.
- b. To solicit and accept gifts, bequests and devises of real or personal property, in the name of the Coalition and on its behalf; to make such purchases and other disbursements, and do any other acts necessary and proper to best effectuate this Coalition's purpose and promote the interests of the Coalition's Members.
- c. To administer all property, equipment and funds of the Coalition, with any use of its equipment or facilities or any expenditure of its funds subject to the approval of the board prior to such use or expenditure. No member of the board, nor any other member of the Coalition, shall at any time have vested in him/her any beneficial or other interest in any of the property of the Coalition, real or personal, nor shall any distribution of said property be made to any Member upon dissolution of the Coalition, or otherwise.
- d. To borrow money and incur indebtedness for the purpose of the Coalition, and to cause to be executed and delivered therefor, in the Coalition name, promissory

notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

- e. To appoint an Executive Committee and such other committees as may be deemed appropriate and to prescribe their duties, and to delegate to the Executive Committee any of the powers and authority of the board in the management of the business and affairs of the Coalition, except the power to adopt, amend or repeal bylaws, make policy changes, establish the compensation for the Executive Director, or to borrow money or incur debt.
- f. To appoint an Executive Director, fix his/her compensation and prescribe duties.

## Section 2. NUMBER OF BOARD MEMBERS

The authorized number of directors of this Coalition shall not be less than five (5) members nor more than fifteen (15) members until changed by amendment of the articles of incorporation or by a bylaw amendment, duly adopted by the vote or written assents of the Members entitled to exercise a majority of the voting power of this Coalition. Each Director must be an Executive Director or a designee of the Executive Director, of a Member of good standing.

## Section 3. ELECTION OF BOARD OF DIRECTORS

The Directors shall be elected by oral or written ballot from among the majority of Members at the annual meeting of Members, which shall be the last regular meeting of the fiscal year.

## Section 4. TERM OF OFFICE

- a. A Director's complete term shall be for a period of two (2) years, which shall commence on July 1, and end on June 30.
- b. A Director may be elected for two (2) successive terms (a period of four (4) years), and then must take at least one (1) year off before requesting another term on the Board.
- c. If a Member is appointed to the board during an existing Term, he/she is still eligible to be elected for two (2) successive terms (an additional period of four (4) years), before taking at least one (1) year off.
- d. If a board member is serving as President in his/her fourth year, he/she may serve a fifth year as the board's Immediate Past President. Both a majority of the existing board and the outgoing President must agree to this one (1) year extension.
- e. Directors shall serve without compensation.

## Section 5. VACANCIES

- a. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or, if the authorized number of directors be increased.
- b. The directors may elect a director or directors at any time to fill any vacancy or vacancies existing. If the Board of Directors accepts the resignation of the director tendered to take effect at a future time, the Board of Directors shall have



power to elect a successor to take office when the resignation is to become effective.

#### Section 6. REDUCTION OF DIRECTORS

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his/her term of office.

#### Section 7. REGULAR MEETING

Regular meetings of the Board of Directors shall be held at least quarterly, and at the place as arranged by them. Notice of such regular meetings of the Board of Directors shall be given in a timely manner.

#### Section 8. SPECIAL MEETINGS

Special meetings of the board of directors for any lawful purpose shall be called at any time by the Chairperson or, if absent or unable or refuses to act, by any Vice Chairperson or by 2/3% or more of the directors. Notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail, Fax, voice mail, e-mail or other form of written or electronic communication, addressed as it is shown upon the records of the Coalition, or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail, or delivered to the post office in the place in which the principal office of the Coalition is located, at least twenty-four (24) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, faxing, voice mail, e-mailing or delivery, as provided above, shall be a due, legal, and personal notice to such director.

#### Section 9. QUORUM

A quorum shall consist of a simple majority of seated directors. Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone, electronic video screen communication or other communications equipment pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to communicate with all of the other members concurrently and take part in discussion and actions.

Every act or decision done or made by a majority of directors at which a quorum is present shall be regarded as the act of the Board of Directors.

#### Section 10. ADJOURNMENT

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

#### Section 11. RESIGNATION

Any director may resign at any time by giving either written notice to the board of directors of the Coalition or verbal notice confirmed in writing by either the director or the President of the board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified; and, unless specified otherwise therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 12. CONFLICT OF INTEREST

Each director who may perceive a possible conflict of interest with respect to any matter which shall come before the board or any of its committees shall identify such conflict and shall neither deliberate nor vote thereon.

### ARTICLE IX – OFFICERS

#### Section 1. OFFICER TITLES

The officers of the Coalition shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Coalition may also have, at the discretion of the Board of Directors, such other offices as may be appointed in accordance with the provisions as set forth in Section 3 of this Article IX.

#### Section 2. OFFICER ELECTION

The officers of the Coalition, except such officers as may be appointed in accordance with provisions as set forth in Section 3 of this Article IX, shall be elected by the Board of Directors at the annual meeting and each shall hold office until he/she shall resign, be termed out of office, shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified.

#### Section 3. APPOINTMENTS

The Board of Directors may appoint such other officers as the business of the Coalition may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

#### Section 4. REMOVAL

Any officer may be removed either with or without cause by a majority of the directors at the time in office, at any regular or special meeting of the board.

#### Section 5. RESIGNATION

Any officer may resign at any time by giving either written notice to the board of directors or to the Chairperson, Vice-Chairperson, Secretary, and/or Treasurer of the

Coalition or verbal notice confirmed in writing by either the officer or the Chairperson of the board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified; and, unless specified otherwise therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 6. VACANCIES

The Board of Directors shall fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause.

#### Section 7. CHAIRPERSON DUTIES.

- a. The Chairperson shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Coalition. The Chairperson shall preside at all meetings of the board of directors. The Chairperson shall be, ex-officio, a member of all the standing committees, except the Executive Committee, and shall have the general powers and duties of management usually vested in the office of Chairperson of a Coalition, and shall have such other powers and duties as may be prescribed by the board of Directors or the bylaws.
- b. In the absence or disability of the Chairperson and the Vice-Chairperson, the Secretary, or in that absence the Treasurer, shall perform all the duties of the Chairperson, and when so acting, shall have all powers of and be subject to, all the restrictions upon the Chairperson.

#### Section 8. VICE-CHAIRPERSON DUTIES

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all 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.

#### Section 9. SECRETARY DUTIES

The Secretary may be the Executive Director of the Coalition. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at director's meetings and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office, a register showing the names of the directors and their addresses. The Secretary shall give, or cause to be given, notice of all the meetings of the directors and of the Members, required by the bylaws or by the law to be given; shall keep the seal of the Coalition in safe custody; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The Secretary shall mail notices as instructed by the board of directors and shall be custodian of all records of the Coalition, except such records and papers as shall be

kept by any other officer as are required by the office or as instructed by the Board of Directors, and shall perform other duties incident to that office.

#### Section 10. TREASURER DUTIES

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Coalition, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit or cause to deposit all moneys and other valuables in the name and to the credit of the Coalition with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to disburse the funds of the Coalition as may be ordered by the Board of Directors; shall render to the Chairperson and directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Coalition; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

### ARTICLE X COMMITTEES

#### Section 1. TYPES OF COMMITTEES

The committees of the Board shall be standing and special. Standing committees shall be committees that perform continuing or periodic functions for the Members or the Board. Special or ad hoc committees shall exist to perform specific tasks identified by the Board, and shall cease to exist upon completion of the task. All committees serve to provide information to the Members or the board for Member or board action and are subject to the ultimate direction of the board.

#### Section 2. ESTABLISHMENT OF COMMITTEES

Standing committees, special committees, and ad hoc committees shall be established by resolution of the board. Appointments of the chair of such committees shall be appointed by a majority vote of the directors then in office. The chair of such committees shall be removed at the board's discretion.

#### Section 3. STANDING COMMITTEES

The Board shall establish standing committees as it believes are in the best interest of the Coalition and may change or dissolve them at any time. Committees may include persons who are not Members or on the board, to serve at the pleasure of the board. The Board or standing committee may select other Members to attend meetings of the committee and to participate in the discussion and activities of the committee; provided, however, that such additional persons attending the committee meeting shall not be entitled to vote and shall attend only at the discretion of the committee or board. The chairperson of the committee must be a member of the Coalition unless the board votes otherwise. However, no committee, regardless of board resolution, may:

- a. Approve any action that, under the Law, would also require the affirmative vote of the Members.

- b. Fill vacancies on, or remove the members of the Board of Directors or in any committee that has the authority of the Board.
- c. Amend or repeal the articles of incorporation or bylaws or adopt new bylaws.
- d. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- e. Appoint any other new or ad hoc committees of the Board of Directors.
- f. Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Coalition otherwise than in the usual and regular course of its business, or revoke any such plan.
- g. Approve any self-dealing transaction, except as provided by Section 5233 of the Law.
- h. Exceed the purpose, powers, or duties assigned to it by the then current policies and procedures of the Coalition.

No committee shall bind the Coalition in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

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

#### Section 4. EXECUTIVE COMMITTEE

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate the Executive Committee to exercise all or a portion of the authority of the board, to the extent of the powers specifically delegated in the resolution of the board or in these bylaws. If so empowered or authorized, the Executive Committee shall be responsible to the board for the management of the Coalition in between board meetings, and if so empowered or authorized, the board hereby delegates all powers and duties with respect to such management of the Coalition in between board meetings to the Executive Committee, subject to those rights otherwise specifically reserved in these bylaws. Other responsibilities of the Executive Committee shall, in general, include: carrying out specific directions of the board and taking action on policies when they affect the work of the Executive Committee or when the board directs the committee to do so; acting as liaison to the Executive Director; and initiating the board's involvement in establishing a strategic framework or direction. The Executive Committee shall be composed of the four officers (Chair, Vice Chair, Treasurer and Secretary) and such other members as

the Board of Directors may designate by resolution. Each member of the Executive Committee shall have one vote. The Executive Committee shall exercise its delegated powers under the ultimate direction of the board.

#### Section 5. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at such times and in such frequencies as determined by the Executive Committee. Executive Committee meetings shall be open for observation to board members and/or authorized persons. In no event shall the Executive Committee have authority over the board of directors. At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting in which there is a quorum shall be the act of the Committee. Significant decisions of the Executive Committee shall be reported to the board at the next regular meeting and minutes of the Executive Committee shall be submitted to the other board directors within fourteen (14) calendar days.

#### Section 6. ADVISORY OR AD HOC COMMITTEES

The Coalition shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" or "ad hoc" committees.

#### Section 7. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws or in the policies and procedures of the Coalition. The Board of Directors may also fix special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

### ARTICLE XI - AMENDMENTS

The bylaws may be amended or repealed upon a two-thirds vote of the Members present and voting at any meeting of the Coalition, provided a copy of the proposed amendment shall have been mailed to each Member of the Coalition at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon or the proposed repeal is to be acted upon.

### ARTICLE XII - EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no Member, director, officer, employee, or representative of this Coalition shall take any action or carry on any

activity by or on behalf of the Coalition not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization's contributions which are deductible under Section 178 (c) 920 of such Code and Regulations, as they may now exist or as they may hereinafter be amended.

### ARTICLE XIII - EFFECTIVE DATE

These bylaws shall become effective upon adoption by a majority vote of the Members of this Coalition present and voting.