

**Bylaws of
The Coalition of Rainbow Alliances, Inc.**

Adopted: November 8, 2020

Amended: August 8, 2021

ARTICLE I – NAME, PURPOSE, AND POWERS

Section 1. Name and Principle Office: The name of this corporation shall be THE COALITION OF RAINBOW ALLIANCES, INC., hereinafter called CORAL or THE COALITION, and, unless modified by resolution of its Executive Board, hereinafter called The Board, its principal office shall be documented in the articles of incorporation filed with the Secretary of State, but meetings of members and directors may be held at such places as The Board shall from time to time designate.

Section 2. Nonprofit Purpose: CORAL is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes as the making of distributions to organizations that qualify as matching the interests of THE COALITION.

Section 3. Primary Purpose: CORAL does not contemplate pecuniary gain or profit to the members of THE COALITION, and the primary and specific purposes for which CORAL is formed are:

1. to facilitate networking for the Central Illinois lesbian, gay, bisexual, and transgender communities, all other sexual and gender minorities, their family and friends, interested groups, organizations, and businesses that support the community;
2. to provide an opportunity for the sharing of common expenses of member organizations of THE COALITION, included but not limited to fundraising, sponsoring social and educational events and maintaining services; and
3. to promote the collective and individual civic and social interests and education, health, safety, and welfare of COALITION members.

Section 4. General Purposes and Powers: In addition to the foregoing primary purposes, THE COALITION shall have the following general purposes and powers:

1. to enforce and implement such other rules and regulations as hereafter may be adopted by CORAL's Board relative to the use, care and enjoyment by COALITION members of both the common elements and all other property, created and owned by THE COALITION;
2. to fix, levy, collect, and enforce payment of expenses, by any lawful means, through donations and fundraisers, pursuant to these bylaws;

3. to pay all costs incurred in connection with THE COALITION's affairs and operations, including all overhead, clerical and management expenses, and all maintenance, repair, improvement, and insurance expenses incurred in connection with, and all licenses, and other governmental charges levied or imposed against, the common elements and other real and personal property of CORAL;
4. to have and exercise any and all powers, rights, and privileges which a corporation organized under the General Not for Profit Corporation Act of the State of Illinois by laws now or hereafter have or exercise.

ARTICLE II: MEMBERSHIP

Section 1. Class of Members: CORAL shall have one class of members, to wit: members.

Section 2. Members: Any person who has a history of interest, loyalty, and service to the LGBT+ community can become a Member by attending a meeting. Your status of Member will be current for 12 months following your attendance at any meeting.

Section 3. Voting: On any matter submitted to a vote of THE COALITION's Members each Member shall have one (1) vote.

Section 4. Membership Obligations: Member shall include an obligation by the member to comply with and be bound by the Articles of Incorporation; the Bylaws and amendments thereto; and such other rules and regulations as are from time to time adopted by CORAL's Board.

ARTICLE III: MEMBERSHIP MEETINGS

Section 1. Monthly Meetings: The organization shall hold monthly meetings on the second Sunday of the month unless otherwise notified.

Section 2. Annual Meetings: The annual meeting of the members shall be held in May of each year, as determined by The Board. Notice of the date, hour, and place of such annual meeting shall be given by The Board to each member of CORAL not fewer than 10 nor more than 40 days prior to the date of said meeting but said notice need not specify the business to be transacted at the annual meeting except in cases where special notice is required by statute, the Articles of Incorporation, or these Bylaws.

Section 3. Special Meetings: Special meetings of the members may be called at any time for the purpose of considering matters which, by statute or terms of the Articles of Incorporation or these Bylaws, require the approval of members of CORAL, or for any other reasonable purpose. Said meetings shall be

called by notice authorized by a majority of The Board. The notice of such meeting shall be given by The Board to each member of CORAL by written or electronic means, not fewer than 10 days prior to the date of said meeting and shall specify the date, hour, and place of the meeting and the matters to be considered.

Section 4. Time and Manner of Notice: Notice of any annual meeting shall be deemed given when delivered personally to the person entitled to such notice, or when deposited in the United States mail, postage prepaid, and addressed to such person at their last known address, or by electronic mail addressed to the last known address. Notice of special meetings may be made in the same manner.

Section 5. Quorum: At least eight members must be present in order to conduct any meeting. Unless otherwise expressly provided for in the Articles of Incorporation or these bylaws, any action may be taken at any meeting of the members at which a quorum is present upon the affirmative vote of the members having a majority of the total votes present at such meeting.

Section 6. Procedures: Meetings of this organization will follow the latest edition of Robert's Rules of Order for parliamentary procedures and conducting business unless otherwise provided by these bylaws.

Section 7. Approval of Expenditures: The general membership may propose and approve expenditures as needed for the organization. However, any amount greater than \$300 requires approval from a majority of The Board of THE COALITION. Any such expenditures must have prior approval before any purchases are made.

ARTICLE IV: EXECUTIVE BOARD

Section 1. Number: The direction and administration of CORAL shall be vested in an Executive Board, consisting of seven persons who shall be elected in the manner hereinafter provided. Each member of The Board shall have a history that has demonstrated interest, loyalty, and service to the LGBT+ community and shall be a Member of THE COALITION.

Section 2. Election and Term of Office: The Executive Board will be elected for two-year terms. The President, Secretary, and Member-at-Large A will be elected in odd numbered years. The Vice President, Treasurer, Member-at-Large B, and Member-at-Large C will be elected in even numbered years. Each officer position will be elected independently of the other offices. Officers will be limited to three consecutive terms. The immediate past president shall serve as a non-voting, ex officio member of The Board for a single, two-year term.

Section 3. Election Timeline: Notice of elections will be announced at the general membership meeting two months prior to the election. Nominations for each officer position will take place at the general membership meeting one month prior to the election. Nominations for open positions may be made at the meeting when the election is to be held. The election of new Board members will take place at the annual meeting.

Section 4. Eligibility to Vote in Officer Elections: To be eligible to cast a vote for the election of officers, an individual must be a member of CORAL and have attended at least half of the regular meetings over the last calendar year or have been an active committee member over the last calendar year or is currently a coordinator.

Section 5. Conflict of Interest: No more than one member of a household or romantic pairing shall serve at any given time on The Executive Board.

Section 6. Vacancies: Upon death, resignation, or removal of an Executive Board member, the balance of the Executive Board will meet and choose a replacement member. At the next regular meeting, the new member of the Executive Board will be introduced. The new Board member will serve until the next annual meeting.

Section 7. Organizational Board Meeting: The organizational meeting of a newly elected Board shall be held within thirty days of its election.

Section 8. Executive Meetings: Meetings of the Executive Board may be held at such time and place as shall be determined by a majority of The Board. Notice of Board meetings shall be given to each member of The Board, personally or by mail or telephone or electronic mail, at least three days prior to the day named for such meeting.

Section 9. Special Meetings: Special meetings of The Board may be called by the President of THE COALITION or by the Secretary of THE COALITION upon receipt of written request of two members of The Board. Notice of the meeting shall be given personal or by mail or telephone or electronic mail at least three days prior to the day named for such meeting, which notice shall state the time, place, and purpose of the meeting.

Section 10. Quorum: A quorum at a regular or special meeting of The Board shall consist of a majority of the entire Board. The acts approved by a majority of those present at such meetings at which a quorum is present shall constitute acts of The Board except where approval by a greater number is required.

Section 11. Action Taken Without a Meeting: The Board shall have the right to take any action in absence of a meeting which it could take at a meeting, by obtaining documented approval of a majority of The Board. Any action so approved,

must be time sensitive, shall have the same effect as though taken at a meeting of The Board, and must be announced at the next regular meeting.

Section 12. Procedures: Meetings of The Board will follow the latest edition of Robert's Rules of Order for parliamentary procedures and conducting business unless otherwise provided by these bylaws.

Section 13. Compensation of The Board: Members of The Board shall receive no compensation for their services, provided however, that any Board members may be reimbursed for the actual expense incurred in the performance of their duties providing this reimbursement has prior approval of The Board.

Section 14. The Powers and Duties of The Board: The Board shall have the power and duty:

1. to exercise for CORAL all powers, duties, and authority vested in or delegated to THE COALITION and not reserved to the membership by the Articles of Incorporation, or other provision of these bylaws.
2. to formulate policies for administration, management, and operation and to provide for the maintenance, repair, alteration, and improvement to property of CORAL.
3. to employ any employees or personnel, including accountants and lawyers, as The Board shall deem necessary, and to prescribe the duties of and provide reasonable compensation for such manager or managing agent and other employees or personnel.
4. to supervise all officers, agents, and employees of CORAL, and to see that their duties are properly performed.
5. to adopt rules and regulations governing the administration, management, maintenance, operation, use, enjoyment, and conservation of the property of CORAL for the health, safety, comfort, and welfare of CORAL members; to amend such regulations from time to time and to cause notice of all such rules and regulations, and any amendments thereto, to be sent or otherwise given to members of THE COALITION.
6. to cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting.
7. to perform, or cause an appropriate officer to perform, all other duties of CORAL, or The Board as necessary to accomplish the purpose for which THE COALITION was formed.

Section 15. Approval of Expenditures: The Board may approve expenditures as needed to carry out the powers and duties previously described. The Board will endeavor to bring expenditures before the next general membership meeting to seek input before making the expenditure unless the expenditure is time sensitive.

Section 16. Indemnification and Nonliability: The directors and officers of THE COALITION shall be indemnified by THE COALITION to the fullest extent permissible under the laws of the State of Illinois. When acting in good faith, the directors and officers of THE COALITION shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Insurance: Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law, up to the maximum extent of the insurance policy.

ARTICLE V: OFFICERS

Section 1. Enumeration of Offices: The officers of CORAL shall be a President, Vice President, Secretary, Treasurer, and three Members-at-Large, and other such coordinators as the general membership may from time to time by resolution create.

Section 2. Coordinators: The general membership may elect such other coordinators as the affairs of CORAL may require, each of whom shall hold office for such a period, have such authority, and perform such duties as The Board may, from time to time, determine. Coordinator positions should have clear job descriptions including expectations and assigned duties.

Section 3. Term of Coordinators: The coordinators of CORAL shall be elected annually by the general membership and shall hold office for one year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve. All coordinators must be approved annually by the general membership at the annual meeting.

Section 4. Resignation and Removal: Any officer may be removed from office with stated reason by the Executive Board. Any officer may resign at any time by giving written notice to the President or Secretary of The Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. At any meeting of The Board, any two members of The Board may call for a no confidence vote regarding another member of The Board. With the vote of a majority of members of The Board

to remove The Board member, the member shall be removed from The Board.

Section 5. Multiple Offices: No person shall simultaneously hold more than one of the offices except in the case of special offices created pursuant to Section 2 of this Article.

Section 6. Duties: The duties of the officers are as follows:

1. President: The President shall be the Chief Executive Officer; shall preside at all meetings of both The Board and members of CORAL. The President shall oversee the annual budgeting process and the updating of the organization's strategic plan.
2. Vice President: The Vice President shall oversee the annual evaluation of the executive board and shall, from time to time, solicit feedback from the community concerning the mission, governance, and operation of the organization. The Vice President shall act in the place and stead of the President in the event of their absence.
3. Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of The Board and of the membership meetings; shall serve notice of meetings of The Board and members; shall keep appropriate current records showing all members of CORAL and those of their number who have the power to vote their membership; and shall perform such duties as required by The Board. All records of the corporation shall be kept by the Secretary or the person so designated.
4. Treasurer: The Treasurer shall receive and deposit or cause to be received and deposited in a timely manner and in appropriate bank accounts all monies of CORAL and shall disperse or cause to be dispersed such funds as directed by resolution of The Board or general membership. Copies of all legal documents, IRS filings, state filings, and other tax documents shall be kept by the Secretary or the person so designated. and other tax documents shall be kept by the Secretary or the person so designated. The treasurer will make a report of the organization's finances at executive board and monthly membership meetings. The treasurer will also make sure that at least one other member of THE COALITION is capable of making required organization financial filings and is listed on organization bank accounts in the case of a vacancy in the office.
5. Member-at-Large: The Members-at-Large shall serve as representatives of the membership and the larger LGBT+ community; shall exercise and discharge other duties as may be required of them by The Board.

ARTICLE VI: BOOKS AND RECORDS

The Articles of Incorporation, bylaws, books, records, and papers of CORAL, and all the rules, regulations, restrictions, and reservations now in existence or hereafter adopted by CORAL, relative to the use, care, and enjoyment of all property, buildings, or improvements owned, leased, occupied, or managed by THE COALITION, shall at all times, during reasonable business hours, be subject to inspect by any member.

ARTICLE VII: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts: The Board may authorize an officer or officers, agent or agents, to enter any contract or execute and deliver any instrument in the name of and on behalf of CORAL, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of CORAL.

Section 3. Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CORAL shall be signed by the Treasurer, or other officer of The Board, as may by circumstances be necessary.

Section 4. Deposits: All funds of CORAL not otherwise employed shall be deposited in a timely manner, not to exceed 14 days, to the credit of THE COALITION at such banks, trust companies, and other depositories as The Board may select.

ARTICLE VIII: COMMITTEES

Subject to the applicable provisions of the General Not-For-Profit Corporations Act of the State of Illinois, The Board may appoint, or the general membership may recommend, by resolution, such committees as it deems appropriate to assist CORAL in carrying out its purposes and The Board in the management of THE COALITION. Committees should have a clearly stated purpose, membership including chair(s), set of expectations, and duration.

ARTICLE IX: GENERAL PROVISIONS

Rights and Obligations of Members. Each member accepts their membership subject to all conditions, restrictions, reservations, rules, regulations, and charges, and the jurisdiction, rights, and powers created by these bylaws applicable to THE COALITION OF RAINBOW ALLIANCES; and all rights, benefits, and privileges of every character granted, created, reserved, or declared, and all impositions and obligations imposed by

these bylaws shall be deemed and taken to be covenants and shall bind any person (including a natural individual, corporation, partnership, or trustee).

ARTICLE X: DISSOLUTION

Section 1. Dissolution: Upon dissolution of the organization, any assets lawfully available for distributions shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization, such as supporting the local LGBT+ community.

Section 2. Public Notice: Upon dissolution of the organization, The Board will publish, in at least one local newspaper, the property and monetary amounts donated and the organization which received the donation.

ARTICLE XI – AMENDMENTS

Section 1. Amendments: These bylaws may be amended, when necessary, by a two-thirds majority of the general membership at a meeting designated for such a purpose.

Section 2. Notice: Proposed amendments must be submitted to the President or Secretary for distribution to the general membership at the regular meeting one month prior to the meeting designated for voting on the amendment.