

BY-LAWS OF THE COALITION OF RAINBOW ALLIANCES, INC.

ARTICLE I

NAME AND OFFICES

Section 1. Name and Principal 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 Permanent Council hereinafter called PC, its principal office shall be located at Post Office Box 9721, Springfield, Illinois 62704, but meetings of members and directors may be held at such places as the PC shall from time to time designate and determine.

Section 2. Registered Office and Agent. Unless modified by resolution of THE COALITION's PC, the registered office of this corporation shall be 2824 Black Ave., Springfield, Illinois, 62702 and its registered agent shall be Randall E. Kincaid.

ARTICLE II

PURPOSES AND POWERS

Section 1. Primary Purposes. 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:

- (i) to facilitate networking for Central Illinois gay, lesbian, bi-sexual, and transgendered community members, their family and friends, interested groups, organizations, and businesses that support the community;
- (ii) to provide an opportunity for the sharing of common expenses of member organizations of THE COALITION, including but not limited to fundraising, sponsoring social and educational events and maintaining services; and
- (iii) to promote the collective and individual civic and social interests and education, health, safety and welfare of COALITION members.

Section 2. General Purposes and Powers. In addition to the foregoing primary purposes, THE COALITION shall have the following general purposes and powers:

- (a) To enforce and implement such other rules and regulations as hereafter may be adopted by CORAL's PC relative to the use, care and enjoyment by COALITION members of both the common elements and all other property, created or owned by THE COALITION;
- (b) To fix, levy, collect and enforce payment of, by any lawful means, any dues or periodic assessments levied pursuant to these By-Laws;
- (c) 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;
- (d) 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 law may now or hereafter have or exercise.

ARTICLE III

MEMBERSHIP

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

Section 2. Members at Large. Any person who has a history of interest, loyalty, and service to the gay, lesbian, bi-sexual, transgendered community can become a Member at Large by attending and signing in at a meeting. Your status of Member at Large will be current only at the meeting you attend and sign in.

Section 3. Voting and membership obligations. On any matter submitted to a vote of THE COALITION's Member at Large, each Member at Large shall have one (1) vote.

Member at Large shall include an obligation by the member to comply with and be bound by the Articles of Incorporation; these By-Laws and amendments thereto; and such other rules and regulations as are from time to time adopted by CORAL's PC.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1. Dues. The need for and implementation of dues shall be determined by the PC and Members at Large who attend an annual meeting, or a special meeting.

Section 2. Assessments. With possible exception for the dues payable by members of THE COALITION, as provided in Section 1 of Article IV of these By-Laws, no member shall be subject to assessments.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meeting of the members shall be held in May of each year, as determined by the PC. Written notice of the date, hour and place of such annual meeting shall be given by the PC to each member of CORAL not less 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 By-Laws.

Section 2. Special Meetings. Special meetings of the members may be called at any time for the purpose of considering matters which, by statute or the terms of the Articles of Incorporation or these By-Laws, require the approval of the members of CORAL, or for any other reasonable purpose. Said meetings shall be called by written notice authorized by a majority of the PC. The notice of such meeting shall be given by The PC to each member of CORAL by written or electronic means, not less than 10 days prior to the date of said meeting and shall specify the date, hour and place of the meetings and the matters to be considered.

Section 3. 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 mails, postage prepaid, and addressed to such person at his/her

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 4. Election of Members of the PC. At the meeting where these By-Laws are ratified the Members at Large will elect or affirm the PC. Each member qualified to vote shall be entitled to vote on a cumulative voting basis and the candidates receiving the highest number of votes with respect to the number of offices to be filled shall be deemed to be elected.

Section 5. Quorum, Majority Vote. The presence of at least eight (8) members must be present in order to conduct any membership meeting. Unless otherwise expressly provided in the Articles of Incorporation or these By-Laws, 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.

ARTICLE VI

Permanent Council

Section 1. Number. The direction and administration of CORAL shall be vested in a Permanent Council, consisting of five persons who shall initially be elected in the manner hereinafter provided. Each member of the PC shall have a history that has demonstrated interest, loyalty, and service to the gay, lesbian, bi-sexual, transgendered community and be a Member at Large.

- Section 2. Election and Term of Office. The PC will be elected for life.
- (a) At the meeting following the adoption of these bylaws, the Members at Large will elect their PC
 - (b) On death or resignation of a PC member the balance of the PC will meet and choose a replacement member. At the next regular meeting the new member of the PC will be introduced and the Members at Large will then vote to affirm the PC's choice.
 - (c) If the Members at Large do not approve the PC's choice by a simple majority the PC's choice will be rejected and they will meet to appoint another replacement.

Section 3. Conflict of Interest. Not more than one member of a household shall serve at any given time on the PC.

Section 4. Vacancies. Vacancies in the PC shall be filled according to Section 2 b,c.

Section 5. Organizational Board Meeting. The organizational meeting of a newly-elected Board shall be held within ten days of its election at such place and time as shall be fixed by the PC at the meeting at which it was elected, and no further notice of the organization meeting shall be necessary.

Section 6 Regular Meetings. Regular meetings of the PC may be held at such time and place as shall be determined by a majority of the PC. Notice of PC meetings shall be given to each PC, personally or by mail or telephone or electronic mail at least three days prior to the day named for such meeting.

Section 7. Special Meetings. Special meetings of the PC 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 PC. Notice of the meeting shall be given personally 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 8. Quorum, Majority Vote. A quorum at a regular or special meeting of the PC shall consist of a majority of the entire PC. The acts approved by a majority of those present at such meetings at which a quorum is present shall constitute the acts of the PC except where approval by a greater number is required.

Section 9. Action Taken Without a Meeting. The PC 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 all members of the PC. Any action so approved shall have the same effect as though taken at a meeting of the PC, and must be announced at the next regular PC meeting.

Section 10. Compensation of the PC. Members of the PC shall receive no compensation for their services, provided however, that any PC member may be reimbursed for the actual expense incurred in the performance of his or her duties providing this reimbursement has prior approval of the PC.

Section 11. The Powers and Duties of the PC. The PC shall have the power and duty:

- (a) To exercise for CORAL all powers, duties, By-Law changes, and authority vested in or delegated to THE COALITION and not reserved to the membership by the Articles of Incorporation, or other provisions of these By-Laws
- (b) To formulate policies for the administration, management and operation and to provide for the maintenance, repair, alteration, and improvement to property of CORAL.
- (c) To employ any employees or personnel, including accountants and lawyers, as the PC shall deem necessary, and to prescribe the duties of and provide reasonable compensation for such manager or managing agent and other employees or personnel;
- (d) To supervise all officers, agents and employees of CORAL, and to see that their duties are properly performed;
- (e) To adopt rules and regulations governing the administration, management, maintenance, operation, use, enjoyment and conservation of the property of CORAL for the health, safety, and 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.
- (f) 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.
- (g) To perform, or cause an appropriate officer to perform, all other duties of CORAL, or PC as necessary to accomplish the purposes for which THE COALITION was formed

ARTICLE VII

OFFICERS

Section 1. Enumeration of Offices. The officers of CORAL shall be a President, Vice President, Secretary, Treasurer, and a Member-at-Large, each of whom shall also be a member of the PC, and other such officers as the PC may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the organizational meeting of the PC following each annual meeting of the members.

Section 3. Term. The officers of CORAL shall be elected annually by the PC and shall hold office for one year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The PC may elect such other officers 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 PC may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the PC. Any officer may resign at any time by giving written notice to the Secretary of the PC. 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 PC, any two (2) members of the PC may call for a no confidence vote regarding another member of the PC. With the vote of three (3) members of the PC to remove the PC member, the member shall be removed from the PC.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for in Article VI, Section 2

Section 7. Multiple Offices No person shall simultaneously hold more than one of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall be the Chief Executive Officer; shall preside at all meetings of both the PC and Members of CORAL.
- (b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the PC and of the membership meetings; shall keep the corporate seal of THE COALITION and affix it on all papers requiring said seal; 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, together with their addresses; and shall perform such other duties as required by the PC. All records of the corporation shall be kept by the Secretary.
- (d) 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 PC.
- (e) Member at Large. The Member at Large shall serve as a representative of the membership; shall exercise and discharge other duties as may be required of her or him by the PC.

ARTICLE VIII

BOOKS AND RECORDS

The Articles of Incorporation, By-laws, books, records and papers of CORAL, and all the rules, regulations, restrictions, and reservations now in existence or hereafter adopted 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 inspection by any member at large.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The PC 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 and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the PC. Such authority shall be confined to specific instances.

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 Treasure, or other officer of the PC, as may by circumstance be necessary.

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

ARTICLE X

COMMITTEES

Subject to the applicable provisions of the General Not-For-Profit Corporations Act of the State of Illinois, the PC may appoint, by resolution such committees as it deems appropriate to assist CORAL in carrying out its purposes and the Board of Directors in the management of THE COALITION.

ARTICLE XI

GENERAL PROVISIONS

Rights and Obligations of Members at Large. Each member at large accepts his membership subject to all conditions, restrictions, reservations, rules, regulations, and charges, and the jurisdiction, rights and powers created by these by-laws 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 by-laws shall be deemed and taken to be covenants and shall bind any person (including a natural individual, corporation, partnership or trustee).