

**BY-LAWS**

**OF THE**

**GREATER LONG ISLAND CLEAN CITIES COALITION, INC.**

**(AS REVISED BY THE MEMBERS AT A MEETING ON MAY 16, 2011)**

Previously Revised 1-31-05, 01/18/02, 5/03/01, 11/21/00

**BY-LAWS**  
**OF THE**  
**GREATER LONG ISLAND CLEAN CITIES COALITION, INC.**

**ARTICLE I**

**Name; Purpose; and Principal Offices of the Corporation.**

**Section 1.    Name.** The name of said corporation shall be the Greater Long Island Clean Cities Coalition, Inc. (hereinafter "The Coalition").

**Section 2.    Purpose.** The Coalition, as a domestic not-for-profit corporation organized under the laws of the State of New York, supported by public and private contributions, is established to:

    a)       Promote a balanced approach to the development of a sustainable alternative fuel vehicle market on Long Island in order to improve air quality, achieve energy independence and allow for economic growth;

    b)       Assist in the development of new, innovative, interdisciplinary educational programs and model curricula to train and educate fleet owners, managers, and the public about the benefits of alternative fuels, fuel and vehicle efficiency and energy;

    c)       Encourage an understanding of alternative energy, alternative fuel and alternative fuel vehicle issues through research projects, public education and community outreach and such other related purposes as the Coalition desires.

**Section 3. Principal Offices.** The principal office of the Coalition shall be in Stony Brook, New York. The Coalition may also have offices at such other places as the Directors may from time to time require.

## **ARTICLE II**

### **Basic Policies.**

**Section 1.** The Coalition shall be non-commercial, nonsectarian, non-partisan and fuel neutral.

**Section 2.** The Coalition may cooperate with other organizations and agencies concerned with the promotion and development of a sustainable alternative energy industry. Such cooperation may include the formation of for-profit independent subsidiary entities, so long as such entities do not jeopardize the non-profit status of the Coalition.

## **ARTICLE III**

### **Membership; Rights of Members; Fees.**

**Section 1. Membership.** Any individual who subscribes to the purposes and basic policies of the Coalition may become a Member of the Coalition subject only to compliance with the provisions of the By-Laws. Membership in the Coalition shall be available without regard to race, color, creed, sex or national origin. Membership shall be open to municipal, business and not-for-profit corporations, partnerships, associations and limited liability companies. Such entities shall be entitled to one (1) vote in any vote of the Members, the Board of Directors or any committee, and shall designate an individual to the Chairperson or the Secretary as being authorized to act on its behalf in Coalition business, subject to the approval of the Board of

Directors. Such designee may be any natural person, provided, however, that no person shall be the designee of more than one (1) Member.

**Section 2. Admission.** Members shall be admitted at any time upon signing of the Memorandum of Understanding and payment of applicable membership fees. The Board of Directors shall prescribe membership fees.

**Section 3. Rights of Members.** The Members of the Coalition shall be entitled to vote and all Members of the Coalition shall be of one (1) class. Any Member shall be eligible to serve on the Board of Directors, as an Officer, or as a member of any committee established pursuant to these By-Laws. No Member shall be entitled to share in the income of the Coalition or in the distribution of the corporate assets upon the dissolution of the Coalition. Any Member may be expelled from the Coalition, for any reason, by majority vote of the Board of Directors at a meeting called for such purpose.

**Section 4. Meetings.** There shall be an Annual Meeting of the Members to be held in conjunction with the annual meeting of the Board of Directors as set forth in Article V, Section 14(a). In addition, a Special Meeting of the Members may be called by the Board of Directors or the Chairperson upon not less than ten (10) days written notice to the Members. A quorum for the conduct of business by the Members at an Annual or Special Meeting of the Members shall be the Members then present. The Members may conduct any and all authorized business, including the election of Directors, Officers and amendments of these By-Laws at such Annual or Special Meetings.

## ARTICLE IV

### Government

**Section 1. Board of Directors.** The general management of the affairs of the Coalition shall be vested in the Board of Directors who shall be elected as provided in Article V.

**Section 2. Executive Committee.** The Board of Directors shall establish an Executive Committee to carry out business as is warranted between regular annual meetings of the Board. The Executive Committee shall be empowered to act for the Board subject to the provisions of the Articles of Incorporation, these By-Laws, and any future directives of the Board. The Executive Committee shall be constituted as provided in Article VI of the By-Laws.

**Section 3. Officers.** The officers of the Coalition shall consist of a Chairperson/Vice Chairperson, an Executive Director, a Program Coordinator, a Secretary and a Treasurer, appointed as provided in Article VII. The Secretary and Treasurer may be one person.

**Section 4. Chairperson/as Committee Member.** The Chairperson/or designee shall be a member, ex-officio, of all committees, and Chairman of the Executive Committee.

**Section 5. Voting.** Voting at all meetings of the Members, Board of Directors and Committees shall be by vote of the individuals present at such meeting. Proxy voting shall not be allowed. Absentee ballots may be authorized by the Board of Directors for the election of Directors, Officers and on other questions, provided that a written ballot can be prepared by the Secretary and circulated to the persons eligible to vote not less than ten (10) days prior to the meeting at which the voting shall take place.

**Section 6. Meeting Minutes.** Minutes shall be taken by the Secretary or his/her designee at all meetings of the Members, Board of Directors and Executive Committee, and copies of said minutes shall be made available to any Member, on request, within thirty (30) days of approval.

## ARTICLE V

### Board of Directors

**Section 1. Number.** The Board of Directors shall consist of not more than twenty-one (21) members chosen by and from the Membership of the Coalition at the Annual or Special Meeting of the Members called for such purpose. In any election of the Board of Directors, the Directors shall be elected to the seats set forth in Article V, Section 2, by a plurality of the Members then present or voting by absentee ballot, with each Member having one vote. The Members or the Board shall have the right to enlarge or decrease the number of seats on the Board by resolution, provided, however, that any decrease in the number of seats shall not reduce the term of an incumbent Director.

**Section 2. Composition of the Board of Directors.** It is the intent of the Coalition that the Board of Directors should consist of seats, as provided in Article V, Section 1, which shall be filled by appropriate parties in each of the following functional categories: (a) Fuel Provider; (b) Fuel Provider; (c) Fuel Provider; (d) Infrastructure Developer; (e) Environment/Health; (f) Government, Local Nassau; (g) Government, Local Suffolk; (h) Government, Nassau County; (i) Government, Suffolk County; (j) Heavy Duty AFV User; (k) Light Duty AFV User; (l) Transit; (m) Vehicle Provider; (n) At Large; (o) Long Island Forum for Technology (LIFT) Appointee; (p) Advanced Energy Research Technology Center (AERTC) Appointee; (q) Electric Utility; (r) Gas Utility; (s) Infrastructure Developer; (t) Coalition Program Coordinator; (u) Education Provider. No person or organization may hold more than one (1) seat on the Board of Directors. Nothing shall prohibit an organization holding a seat from designating any individual, whether or not an employee of the organization, as the representative of the organization on the Board, authorized to cast votes on its behalf.

**Section 3. Membership and Responsibilities of the Board of Directors.** To facilitate the selection of new Board Members, the Board of Directors shall, as necessary, request the Nominating Committee established in Article VI (f) to screen proposed nominations and present a slate of candidates as appropriate for Member review and election. In addition, any Member may nominate one (1) or more candidates for election by transmitting a written nominating petition to the Chairperson not less than fifteen (15) days prior to any meeting at which such election will take place. Upon receipt of such petition, the Chairperson shall present such person's name, together with any candidates presented by the Nominating Committee of the Board, to the Membership for consideration at the meeting. The Members of the Board of Directors shall serve until the election or qualification of their successors. Each Director shall work to further the purposes of the Coalition by assisting in obtaining and developing capital or sources of funding for the Coalition, and/or contributing their time and professional resources to the enhancement of corporate programs. Such work for the Coalition shall include, but is not limited to, attendance at Board meetings, consultation with staff, attendance at conferences or other work sessions appropriate to the furtherance of the Coalition's objectives.

**Section 4. Resignation.** Any member of the Board of Directors may resign at any time by giving such notice of such resignation to the Chairperson of the Coalition.

**Section 5. Term of Office.** All members of the Board of Directors shall serve for a term of three (3) years, except that the Members may make provision in these By-Laws to provide for a staggered expiration of terms. Any Director may succeed himself or herself for an additional term(s), if so elected.

**Section 6. Vacancies.** Any vacancy on the Board of Directors during the year, including a vacancy created by an expansion of the Board, shall be filled by the Members, provided that, if

the unexpired term of the vacancy is less than one (1) year, the vacancy may be filled by the Board. In the case of a vacancy in a seat to be filled by the Members, an election shall be held pursuant to the procedure set forth in Section 3. A new member of the Board of Directors elected to fill a vacancy shall fill such office for the unexpired term of the predecessor in office, unless a full term is authorized by the Members by resolution adopted prior to the election.

**Section 7. Removal.** Any member of the Board of Directors may be removed from membership on the Board by the affirmative vote of a majority of the members of said Board, at a meeting called for such purpose.

**Section 8. Duties.** The duties of the Board of Directors shall be as follows:

a) To transact all the business of the Coalition and such other business as may be referred to it by the Coalition;

b) To approve the program plans and the work of the standing committees;

c) To approve a budget for the fiscal year;

d) To approve a fiscal report in appropriate detail, verified by the Chairperson,

Treasurer and Executive Director and an independent auditor which:

i) Defines assets and liabilities calculated from the last fiscal period ending December 31 of the prior year;

ii) Defines all revenues and receipts of the Coalition, either restricted or unrestricted;

iii) Defines all expenses and disbursements of the Coalition, either general or restricted.

e) The Annual Report of the Board of Directors shall be filed with the records of the Coalition and made a part of the minutes of the Annual Meeting;

- f) To conduct other Coalition business as appropriate.

**Section 9. Voting and Powers.** Each Member of the Board of Directors shall have one (1) vote. All of the corporate powers, except as otherwise provided by statute or these By-Laws, are vested in the Board of Directors.

**Section 10. Chairperson of the Board of Directors.** The Board of Directors shall, at each annual meeting, elect a Chairperson from its membership for the forthcoming year. The Chairperson shall be elected by a majority vote of all those present, in person or voting by absentee ballot. The Chairperson shall be an Officer of the Coalition as provided in Article VII. The Chairperson may succeed himself or herself to an additional term or terms. The Chairperson (or his/her designee) shall preside at all meetings of the Board of Directors and the Members, and shall prepare an agenda of business for such meetings in consultation with the Officers and the Chairpersons of the Standing Committees.

**Section 11. Quorum.** At all meetings of the Board of Directors, a majority of the Directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present, or voting by absentee ballot, at any meeting shall be the act of the Directors, except as otherwise may be specifically provided by statute or these By-Laws.

**Section 12. Compensation.** The Members of the Board of Directors shall not receive a salary or other compensation for the services as Members of the Board. Further, the Board may, by resolution, establish a fixed reasonable sum for expenses of attendance at each regular or special meeting of the Board. The Board shall have the power to contract for and pay to individuals rendering unusual or exceptional services to the Coalition, special compensation appropriate to the value of such services.

**Section 13. Standing and Special Committees.** The Board of Directors may create or abolish such standing and special committees as it may deem necessary to promote the purposes and carry on the work of the Coalition. The chair of each standing committee shall be responsible for preparing a yearly report to the Board on the activities and work in progress for their committees. Such reports will be presented at the annual meeting of the Board.

**Section 14. Meetings.** The following shall govern the meetings of the Board of Directors:

a) Annual and Other Regular Meetings. There shall be an Annual Meeting of the Board of Directors, held in conjunction with the Annual Meeting of the Members, which shall be held in May of each year. In addition, there shall be two (2) other regular meetings of the Board each year, such meetings to be scheduled by the Board, or by the Chairperson in the absence of scheduling by the Board. Notice of the time and place of each meeting shall be given to each Director at least ten (10) days previous thereto. Failure to hold any meeting at the designated time and place shall not work a forfeiture or dissolution of the Coalition.

b) Other Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Chairperson in consultation with the Executive Committee and 1/3 of the Board. The Chairperson shall provide notice at least ten (10) days prior to the meeting of the items for discussion.

c) Polling of the Board of Directors. When a required action by the Board is necessary but a meeting infeasible, such action required or permitted to be taken at a meeting of the Board may be taken by polling the members of the Board by telephone or electronic means in absentia. Such a poll shall have the same force as a vote and subject to the same rules.

## ARTICLE VI

### Standing and Special Committees

Section 1. Executive Committee. There shall be an Executive Committee organized as follows:

- a) Number. The Executive Committee shall consist of nine (9) voting members;
- b) Membership on the Executive Committee. The Executive Committee shall comprise the Chairperson, Vice Chairperson, Executive Director, Program Coordinator, Treasurer, Secretary and the Chairpersons of the Market and Development, Education and Outreach, Legislative and Stakeholder Committees;
- c) Resignation. Any member of the Executive Committee may resign at any time by giving such notice of such resignation to the Chairperson of the Coalition;
- d) Term of Office. The terms of office of the members of the Executive Committee shall be limited to the terms of their respective offices or positions in the Coalition. Executive Committee members may succeed themselves for an additional term(s) of office, if so elected.
- e) Vacancies. Any vacancy on the Executive Committee during any year, including a vacancy created by an expansion of the Executive Committee, shall be filled as follows:

In the case of a vacant Officer position on the Executive Committee, the seat shall be filled in accordance with Article VII, Section 2. In the case of a vacant Committee Chairperson position on the Executive Committee, the members of the Executive Committee shall have authority to select and appoint a Committee Chairperson for subsequent approval of the Board of Directors. A new member of the Executive Committee shall be appointed to fill such office for periods consistent with Section 4 of this Article or for the unexpired term of the predecessor of the office, whichever is

appropriate. All appointments must be ratified by the Board of Directors as provided in Article V, Section 7 above at their next regular meeting.

f) Removal. Any member of the Executive Committee may be removed from office by the affirmative vote of a majority of said Committee whenever it is the judgment of said majority that the interests of the Coalition will be served by such removal. The Board of Directors shall review any such removals;

g) Duties. The duties of the Executive Committee shall be as follows:

- i) To oversee the day-to-day business of the Coalition and to transact necessary business in the intervals between meetings of the Coalition and transact such other business as may be referred to it by the Coalition, these By-Laws or the Board of Directors. The Executive Committee shall be authorized to engage and discharge employees, and to establish and otherwise address all matters concerning employee compensation. The Executive Committee or the Chairperson may form an ad hoc committee to assist it in such matters;
- ii) To coordinate the program plans and work of the Standing Committees and sub-committees;
- iii) To present appropriate plans and proposals to the Board of Directors at the regular meetings of the Coalition;
- iv) To prepare a budget, including provision for employee compensation, for the new fiscal year for approval of the Board of Directors;

v) To prepare and submit for approval by the Board of Directors a fiscal report, in appropriate detail, verified by the Chairperson, Executive Director and Treasurer which: defines assets and liabilities calculated from a period not more than four (4) months prior to the presentation of the report; defines all revenues and receipts of the Coalition, either general or restricted; and defines all expenses and disbursements of the Coalition, either guaranteed or restricted. The annual fiscal report of the Executive Committee, along with the proposed budget, shall be filed with the records of the Coalition and made a part of the minutes of the annual meeting of the Executive Committee and the Board of Directors.

h) Powers. To act for the Board of Directors in all matters at those times when the Board is not in session;

i) The Chairperson of the Executive Committee. The Chairperson of the Executive Committee shall be the Chairperson, or his or her designee;

j) Quorum. At all meetings of the Executive Committee, a majority of the members then serving shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting shall be the act of the Executive Committee, except as may be otherwise specifically provided by these By-Laws;

k) Compensation. The members of the Executive Committee shall not receive a salary or other compensation for the services as members of the Executive Committee. Further, the Executive Committee may, by resolution, establish a fixed, reasonable sum for expenses of attendance at each regular or special meeting of the Executive Committee. The Executive Committee shall have the power to contract for and pay to individuals rendering unusual or

exceptional services to the Coalition, special compensation appropriate to the value of such services;

l) Meetings. The following shall govern the meetings of the Executive Committee:

i) Annual Meeting: The Executive Committee shall meet annually just prior to the regularly scheduled meeting of the Board. Notice of the time and place of the annual meeting shall be given to each member at least 14 days previous thereto.

ii) Other-Meetings: Special meetings of the Executive Committee may be called at any time by the Chairperson, or by the Executive Director or Secretary upon the receipt of written requests from at least three committee members. Notice of the meeting shall be given to each member at least ten days previous to the meeting and at such special meeting there shall only be considered such business as is specified in the notice of the meeting.

iii) Telephone Polling. When appropriate or necessary, any action permitted to be taken at any meeting of the Executive Committee may be taken by telephone. Such telephone meetings may be conducted with Executive Committee members either severally or jointly, if the consent for such telephone meeting is obtained from a majority of the members of the Executive Committee and any action taken is recorded and is transmitted to all members, participating or not, in the telephone meeting. Any action taken in such a manner, once having obtained the consent of a majority of the members of the Executive Committee shall have the same force and effect for all purposes as any act of the Executive Committee.

Section 2. Market Development: The Market Development Committee will be directly responsible for the implementation of the activities outlined in the Market Development

Plan. The Market Development Committee shall in cooperation with the Executive Committee, appropriate officers and staff of the Coalition, provide for the yearly preparation and review of the budgets, fiscal management of the Coalition, as well as preparing and implementing a plan for funding or otherwise capitalizing the activities of the Coalition.

Section 3. Education and Outreach Committee: This Committee is charged with the development of education of the general public about the general and specific advantages of alternative fuels and energy. Their activities shall include the development of brochures, speakers' bureaus, media campaigns, and awareness activities.

Section 4. Legislative Committee: The Legislative Committee will focus on the creation of local, statewide and national incentives to encourage the development of alternative fuels on Long Island and throughout New York State. In addition this sub-committee will work to remove local, state, and federal regulatory barriers.

Section 5. Stakeholder Development Committee: The Stakeholder Development Committee shall work to increase membership in the Greater Long Island Clean Cities Coalition. They shall on an annual basis determine and make a recommendation to the Board of Directors the assessment of membership fees and in addition they shall recommend to the Board of Directors an amount they deem appropriate. The right to suspend membership fees for individuals or entities shall remain with the Board of Directors and shall be determined on a case by case basis.

Section 6. Nominating Committee: A Nominating Committee shall be formed by the Chairperson at least six months prior to an upcoming election of Officers and members of the Board of Directors. The Nominating Committee shall consist of five persons, one of whom shall be a former Chairperson, one of whom shall be a former member of the Board of Directors, and

three of whom shall be current members of the Board of Directors, provided however, that no member of the Nominating Committee shall be considered for election to any office in the upcoming election. The Nominating Committee will be called to meet by the Chairperson when necessary. The Board of Directors may review, confirm or overrule the appointments of the Chairperson to this committee at a duly convened meeting of the Board of Directors, provided however, that in the absence of such review the appointments of the Chairperson shall be deemed valid. The Nominating Committee shall review the qualifications of individuals interested in serving as members of the Board of Directors or as Officers of the Coalition, and shall submit a proposed slate of candidates for open positions to the Coalition Members and the Board of Directors, as appropriate, at least thirty (30) days prior to the next election for such positions.

Section 7. Funding Review Advisory Board. The Board of Directors may establish a Funding Review Advisory Board, which will review and rate funding proposals submitted to the Coalition. The Funding Review Advisory Board's purpose shall be to review and rank proposals based on current Federal and State guidelines and the Coalition's 5- Year Plan. The Board shall consist of not less than five (5) and not more than fifteen (15) persons chosen by the Board of Directors from the coalition Membership, which members shall, to the greatest extent practicable, represent the interests of government, fuel providers, infrastructure providers, and the energy and environmental sectors. Members of the Board shall serve without compensation and at the pleasure of the Board of Directors. The Advisory Board shall investigate and report to the Chairman and Board of Directors with respect to funding opportunities and proposals as requested by the Chairman or the Board of Directors from time to time. Nothing herein shall prevent the Board of Directors from establishing such other and further requirements of service on the Funding Review Advisory Board as it may deem appropriate.

Section 8. Ad Hoc Committees The Chairperson or the Board of Directors shall be authorized to form special ad hoc committees or sub-committees from time to time to study questions or issues of concern to the Coalition and its business. Said committees may be composed of such members, and serve for such duration, as the Chairperson or the Board may deem proper. Members of such committees shall serve without compensation.

Section 9. Powers of Committees: No members of the standing committees, sub-committees or any subdivision thereof shall be able to bind the Coalition merely by virtue of said person's membership upon the said committee, sub-committee or any subdivision thereof unless otherwise provided by the bylaws. These committees shall work with the Executive Committee to develop and submit reports and proposals for submission and approval by the Board of Directors.

## **ARTICLE VII**

### Appointment of Officers and Other Duties

Section 1. Appointment of Officers: The Board of Directors shall vote, in person or by absentee ballot, on the appointment of the Officers of the Coalition. Officers shall be appointed to a one-year term and they may serve more than one term. A member of the Board of Directors who is elected as an Officer shall retain his/her seat on the Board of Directors if the terms of such offices are co-extensive. An Officer may succeed himself or herself for successive terms, if so elected.

Section 2. Vacancies: In the event that any office of the Coalition becomes vacant by death, resignation, retirement, disqualification, or for any other reason, all Members and

members of the Board of Directors will be notified of such vacancy and may make recommendation of an individual who is interested in filling such vacancy by submitting a resume to the Nominating Committee, which will consider all nominations and make a recommendation to the Board for its approval at the next scheduled meeting. In the event that the vacancy occurs between annual Board of Director meetings the Executive Committee shall have the authority to vote on and appoint an interim officer to fulfill the roles, duties and responsibilities of the position until the next annual meeting of the Board of Directors.

Section 3. Duties of the Chairperson: The Chairperson shall exercise general charge and supervision of the affairs of the Coalition and shall do and perform such other duties as may be assigned to him or her by the Board of Directors. The Chairperson shall preside at all meetings of the Members, Board of Directors and the Executive Committee. The Chairperson shall select the Chairpersons of the Standing Committees, subject to the approval of the Board of Directors.

Section 4. Duties of the Vice-Chairperson: At the request of the Chairperson, or in the event of the absence or disability of the Chairperson, the Vice-Chairperson shall perform the duties and possess and exercise the powers of the Chairperson.

Section 5. Duties of the Executive Director: The Executive Director shall be responsible for the daily administration of business matters and other tasks identified by the Board of Directors and the Executive Committee. He/she shall help coordinate activities between standing committees and sub-committees established by the Board. The Executive Director shall have such other powers, and shall perform such other duties as may be assigned to him or her by the Board of Directors or the Executive Committee.

Section 6. Duties of the Program Coordinator. The Program Coordinator shall have the responsibility for programmatic oversight of activities and programs outlined by the

sub-committees and authorized by the Board of Directors or the Executive Committee. He/she shall also have responsibility to organize and implement grant programs, research and development or other programs and activities as may be authorized by the Board in conjunction with governmental agencies or other entities, and such other duties and responsibilities as may be determined by the Board of Directors or the Executive Committee.

Section 7. Duties of the Secretary: The Secretary shall have charge of all books, documents and papers of the Coalition with the exception of the financial records, and shall have custody of the corporate seal. He/she shall attend and keep minutes of all meetings of the Members, the Board of Directors and of the Executive Committee. He/she shall keep a record, containing names of all persons who are Members of the Coalition, showing their places of residence, and such books shall be open for inspection upon reasonable notice during ordinary office hours. He/she may sign with the Chairperson/ President Vice President/Coordinator in the name and on behalf of the Coalition, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors he/she shall, in general, perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 8. Duties of the Treasurer: The Treasurer shall have custody of all funds, property, and securities of the Coalition subject to such regulations as may be imposed by the Board of Directors. He/She shall have the responsibility of establishing bank accounts. He/she shall also have custody and maintain either directly or under his/her supervision all financial records of the Coalition. He/she may be required to give such fidelity bond for the faithful performance of his/her duties in such sum and with such securities as the Board of Directors may

require. When necessary or proper, he/she may endorse, upon behalf of the Coalition for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Coalition at such bank, banks, or depositories as the Board of Directors may designate, he/she shall enter regularly on the books at all reasonable times to any Director or Member of the Coalition. He/she shall, in general, perform all duties incident to the office of Treasurer subject to the control of the Board of Directors.

The Treasurer of the Coalition, together with the Chairperson of the Coalition, and the Executive Director of the Coalition shall have the ability to sign all receipts, vouchers, checks of the Coalition and all bills of exchange and promissory notes issued by the Coalition, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or these bylaws to some other Officer or agent of the Coalition. He/she shall have the ability to make such payments as may be necessary or proper to be paid upon behalf of the Coalition,. He/she shall present regular financial reports to the Board of Directors.

Section 9. Procedures and Power to Sign Checks: The following positions will have signatory authority defined as follows: The Chairperson of the Coalition, the Treasurer of the Coalition and the Executive Director shall have the power to sign checks with one signature.

Section 10. Removal of Officers: An Officer may be removed from office during his or her term by a majority vote of the Board of Directors at any annual or special meeting of the Board of Directors called for the purpose of such removal. An Officer subject to such a vote on removal shall be notified in writing of the possibility of such removal, the notification being given at least five (5) working days prior to such a meeting.

## **ARTICLE VIII**

### Contracts

Section 1. The Board of Directors, except as otherwise provided for in these bylaws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and upon behalf of the Coalition, and such authority may be general or confined to a specific instance.

## **ARTICLE IX**

### Contracts and Services

Section 1. Conflicts of Interest Among Board Members and Officers: Directors, Officers and agents may continue to act on behalf of the Coalition in executing contracts and other binding agreements even if they have a direct or indirect personal interest in such matters as long as such interest or conflicts, real or apparent, are disclosed in advance to the Board of Directors and approved by a majority of the non-interested Board members and that such transactions are at arm's length and do not violate the prescriptions in the certificate of incorporation against the use or application of funds for private benefit.

## **ARTICLE X**

### Investments

Section 1. Retention of Property and Securities: The Coalition shall have the right to

retain securities or property acquired by it and to invest and reinvest any fund held, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereinafter be permitted to make, provided however, that no action shall be taken on behalf of the Coalition if such action is a prohibited transaction or would result in the denial of the tax exemption provided for such Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI**

### Amendments to Bylaws

Section 1. Procedure for Amendment to the Bylaws: The Board of Directors or the Members shall have the power to make, alter, amend and repeal the Bylaws of the Coalition, in whole or part, by affirmative vote of a majority of the Members or Board present or voting by absentee ballot at the annual or special meeting of the Members or Board of Directors, except as otherwise provided by law. Notice of a motion to alter, amend, or repeal the Bylaws of the Coalition shall be submitted to the Board of Directors or the Members by the Chairperson not less than ten (10) days prior to such meeting.

## **ARTICLE XII**

### Indemnification of Officers and Directors

Section 1. Conditions of Indemnification: The Coalition hereby indemnifies any present or former Director and Officer of the Coalition against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he/she has been made a party by reason of having been such Director or Officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his/her duty; but such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise.

#### **ARTICLE XIII NOTICES**

Section 1. All notices required pursuant to these Bylaws shall be in writing and may be given by regular or certified mail, use of a commercial courier, or by electronic mail.