

**BYLAWS**  
**of**  
**MARYLAND MILITARY COALITION, INC.**

(As Amended and Restated Effective January 2, 2023)

**ARTICLE I — Name**

**Section 1.** The name of the Corporation shall be Maryland Military Coalition, Inc. The Corporation shall be non-profit and shall issue no stock.

**Section 2.** The principal office of the Corporation shall be located at 1101 Mercantile Lane, Suite 260, Largo, Maryland 20774 or at such other location as shall be approved by the Board of Directors.

**Section 3.** The Maryland Military Coalition (hereinafter referred to as the “Coalition” or “MMC”) shall be comprised of military, veterans, uniformed services, and survivor organizations in Maryland that share the following goals:

- Maintaining a strong national defense provided by dedicated, skilled, and highly capable personnel in the eight uniformed services.
- Promoting greater recognition of the military profession and educating the public on the extraordinary demands and sacrifices associated with a career in the uniformed services.
- Advocating policies that will advance the well-being and opportunities of currently serving members of our active-duty and reserve uniformed services, uniformed services retirees, and veterans and their families, caregivers, and surviving spouses, through advocacy, leadership, education, and service.
- Advocating the interests of the uniformed services community and promoting legislation favorable to the support of uniformed services issues at all levels of state government.

**Section 4.** The Coalition will be a non-profit organization, operated exclusively for purposes beneficial to the interests of the nation and its uniformed services personnel and their family members; uniformed services retirees, veterans, and their families; surviving spouses of veterans; and caregivers of veterans. All officers of the Coalition shall serve without compensation from Coalition funds.

**Section 5.** The Coalition shall be nonpartisan. No part of the net earnings of the Association shall inure to the benefit of any private individual, and no part of the activities of the Association shall consist in carrying on propaganda or participating in or intervening in any political campaign on behalf of any candidate or nominee for public office.

**Section 6.** In the event of final dissolution or liquidation of the Coalition, and after the discharge of all its liabilities, the remaining assets of the Coalition, including all of its various specifically designated funds, shall be given to one or more tax-exempt organizations, as defined in the Internal Revenue Code, and whose purposes and objectives are similar to those of the Coalition, such organizations to be designated by a vote of two-thirds of all directors, serving as such at the time of dissolution.

**ARTICLE II. Members**

**Section 1.** The Coalition shall have one or more classes of members, as shall be determined from time to time by the Board of Directors. The Members of the Coalition shall consist of the organizations listed in the Articles of Incorporation and such other organizations as shall be elected to membership at any meeting of the Members by a vote of three-fourths of all the Members.

**Section 2.** An organization may apply to become a Member of the Coalition, provided (a) the organization agrees to actively pursue activities in support of the purposes of the Coalition cited in Article I, (2) the organization agrees to abide by all terms of the Bylaws, (3) the organization is non-partisan, and (4) the organization has a membership base comprised primarily of currently serving, retired, or former members of the uniformed services or their family members or survivors. The term “membership base” must entail a database of individuals who consider themselves members of the organization. It shall not include those entities where participation is limited to following the organization on various forms of social media. The Board of Directors shall have the right to deny or terminate the membership of any organization or individual, or to deny access to or participation in the programs or services of the Coalition, if such organization or individual fails to meet the qualifications for membership or engages in activities which are contrary to the interests of the Coalition. Each Member shall have one vote.

**Section 3.** An organization desiring membership in the Coalition may apply in writing to the Secretary, who shall provide an application form and a copy of the Bylaws to the requesting organization. Upon receipt of a completed application, the Secretary shall forward it to the Membership and Nominations Committee for consideration. Based on its findings, the Committee shall propose a recommendation to the membership as to the acceptance or denial of the application.

**Section 4.** Admission of an applicant organization to participate as part of the Coalition shall be by vote of Member organizations. If five or more Members vote against admission (Rule of 5), the application shall not be approved.

**Section 5.** An organization’s status as a Coalition Member may be terminated at any time by a majority vote of Coalition Members. Any Member of the Coalition found not to be in good standing automatically forfeits their membership and is, therefore, ineligible to vote at any annual or special meeting or meetings of the Members, or to sign a petition or call for a special meeting, to attend Board of Directors meetings, or to serve as an officer or committee chairperson. The Board of Directors of the Coalition shall have the final decision as to membership status and qualifications under these Bylaws. A member found not to be in good standing may submit a new application for membership at any time. Acceptance of the application shall be within the sole discretion of the Board of Directors, which decision shall be final.

**Section 6.** The chief executive officer of each Member organization, or the chief executive officer's designee, shall be the authorized **Member Representative**. The Member Representative may be changed at any time by written notice to the Coalition. A Member organization may have as many representatives as necessary to fulfill its commitments to the Coalition but shall have only one vote.

- (a) Approval by a majority of Members shall signal a Coalition decision, except in those instances where another vote margin is specified in these Bylaws.
- (b) Whenever five or more Members oppose a proposed Coalition action or position, that issue will be tabled and shall not be pursued as a Coalition initiative. In all events, each Member shall remain free to pursue any independent action it deems appropriate.
- (c) Member Representatives shall keep their respective chief executive officers apprised of Coalition business and are considered to possess the authority of their chief executive officers when casting votes at Coalition meetings.

### **ARTICLE III — Annual Meeting of Members**

**Section 1.** The annual meeting of Members for the election of officers, and for the transaction of such other business as shall properly come before the meeting, shall be held following the close of the annual Maryland General Assembly, but in no case later than October 31 of each year. The annual meeting shall be held at a place and time to be designated by the Board of Directors and upon not less than ten (10) days prior written notice; however, failure of notice to any Member shall not invalidate the meeting or any action taken thereat.

**Section 2.** Special meetings of the Members of the Coalition may be held at any time or place upon call by the Chairman of the Board of Directors, or by Directors constituting a majority of the Board, and upon not less than ten (10) days written notice. The notice shall state the time and place of the meeting and the purpose or purposes for which the meeting is called.

**Section 3.** A Member may waive any notice requirement by signing a written waiver of notice and delivering it to the Coalition for inclusion in the minutes or filing with the corporate records. A Member representative or individual's attendance at a meeting shall constitute a waiver of notice unless at the beginning of the meeting, that person objects to holding the meeting or discussing business at the meeting.

**Section 4.** Members exercising their voting privileges at a regular or special meeting of the Members, either in person or by proxy, shall constitute a quorum capable of transacting all business properly brought before the meeting.

**Section 5.** Members may cast their votes in person or by written proxy. In the case of organization Members, votes cast in person may be cast only by the Member Representative of the Member organization. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Member organizations and individuals represented at a meeting of Members by written proxies shall be counted in determining the presence of a quorum.

### **ARTICLE IV — Board of Directors**

**Section 1.** The affairs and the property of the Coalition shall be managed by the Board of Directors (the "Board"). The Board of Directors shall be comprised of the Chief Executive Officers (or their designees) of the Members of the Coalition. The Chief Executive Officer of a Member Organization may designate a representative with authority to vote and act on behalf of the Chief Executive Officer and the Member organization at meetings of the Board of Directors. The Board of Directors shall be responsible for managing the corporate affairs of the Coalition and shall meet at least once annually. It shall review the finances and liabilities of the Coalition, provide advice and recommendations to the Coalition officers, and will approve the Coalition's annual budget.

**Section 2.** The Board of Directors shall exercise all corporate powers and manage the business and affairs of the Coalition, except as otherwise provided by law, the Coalition's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing the Coalition shall include, but not be limited to, the following: (a) To establish the mission, purposes, goals, and program priorities to be implemented by the Coalition's President through a strategic planning process; (b) To ensure that appropriate policies have been developed, adopted, and implemented by the Coalition to carry out its mission; (c) To determine and set overall policy; (d) To advocate the mission, values, accomplishments, and goals of the Coalition to Members and to the public at large; (e) To determine, monitor, and strengthen programs that are responsive to the needs of Members and are central to the Coalition's mission; (f) To establish fiscal policy, including budget authorization and oversight; (g) To develop adequate resources to ensure financial stability for the Coalition's activities including through direct and indirect financial contributions and a commitment to fundraising. The Directors shall act only as a Board, and individual Directors shall have no power as such.

**Section 3.** Directors shall be committed to supporting and advancing the mission and purposes of the Coalition. Directors and their Member Organizations are expected to provide annual financial support to the Coalition and to assist in fundraising activities as necessary and appropriate in accordance with the policies established by the Board.

**Section 4.** Directors shall hold office until their successor is appointed by the Member Organization's Chief Executive Officer or until their earlier death, resignation, or removal.

**Section 5.** Any Director may resign at any time by giving written notice of their resignation to the Secretary of the Coalition. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of the Coalition will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors.

**Section 6.** Regular meetings shall be held on the first Thursday of each month unless Members agree otherwise. Regular meetings of the Board of Directors are open to Members in good standing and guests invited and recognized by the Chairman of the Board. Such guests and members who are not on the Board are welcome but may speak only when recognized by the presiding officer.

- (a) The Coalition derives its strength from the active participation of its members. The Member Representative (or Alternate Member Representative) of each Member Organization is expected to participate in at least 75% of regular meetings. Phone "call-in" by Member Representatives is permitted.
- (b) A reminder letter shall be sent to the Member Representative of an organization that fails to meet this requirement for participation. If such non-participation continues the Member Organization's membership in the Coalition may be suspended by a majority vote of Coalition Members. During any period of suspension such Member Organization's designated Member Representative shall have no authority to vote nor act on behalf of the organization at meetings of the Board of Directors.
- (c) If such period of suspension continues for six (6) months, a letter of inquiry shall be sent to the Member Organization's Chief Executive Officer to assess whether it is in the mutual interests of the organization and the Coalition for the organization to continue membership in the Coalition. Failure to correct non-participation shall result in a vote on the organization's continuation with the Coalition in accordance with Article II, Section 5. A delinquent organization may appeal a vote to terminate its membership and may be retained in the Coalition, provided five or more organizations do not object.

**Section 7.** Special Meetings of the Board shall be called at any time by the Secretary upon the request of the President of the Coalition or no less than one-quarter of the Directors then in office. In the absence of a need for confidentiality in the business to come before the Board at any such Special Meeting, special meetings of the Board of Directors are open to members in good standing and guests invited and recognized by the Chairman of the Board. Such guests and members who are not on the Board are welcome but may speak only when recognized by the presiding officer.

**Section 8.** At all meetings of the Board of Directors the presence of a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these Bylaws, the act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

## ARTICLE V — Officers

**Section 1.** Officers of the Coalition shall include a President, Vice President, Secretary, Treasurer, Legislative Director, and Communications Director. Officers shall be elected from the membership of Member Organizations at the Annual Meeting of Members. Each officer shall hold their office for two (2) years, and shall serve without compensation, until their successor shall be elected and qualified, unless that individual shall sooner resign or be removed or otherwise become disqualified to serve. In the event of a vacancy between Annual Meetings, a special election shall be held to fill the remaining term of the vacancy. Special elections may employ the use of electronic communications. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the Coalition.

**Section 2.** Any officer may resign at any time by giving written notice of their resignation to the Secretary of the Coalition. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its judgment the best interests of the Coalition will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an officer shall not in itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

**Section 3.** The **President** shall be the chief executive officer of the Coalition and shall have the necessary authority and responsibility to operate the Coalition in all its activities subject to the policies and directions of the Board of Directors. The President shall serve as Chairman of the Board of Directors (ex officio), without a vote, except where the Chairman is also the designated Member Representative of a Member Organization that individual may vote for their Member organization.

The President shall determine the regular agenda and preside at all meetings of the Members, the Board of Directors, and the Executive Committee. The President shall act as the duly authorized representative of the Coalition in all matters in which the Board of Directors has not formally designated some other person to so act, including:

- (a) The President shall report periodically and as requested to the Board of Directors and shall provide regular updates to directors between Board meetings on the Coalition's activities and finances. The President is charged with continuous responsibility for the management of the Coalition, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors. The President is responsible for the application and implementation of established policies in the operation of the Coalition. The President shall keep or cause to be kept appropriate records and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements.
- (b) The President leads the short and long-term strategic planning for the Coalition, including developing programs to carry out the goals of the Coalition and overseeing the implementation of these programs. The President has the fiduciary duty to act in the best interests of the Coalition, its members and the intended beneficiaries of the Coalition's purpose. The President shall present a report at the Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, and perform such other duties as are inherent in the office of the President or as authorized by the Board of Directors. The President also has the ultimate responsibility to assure that all state reporting requirements are met.

**Section 4.** The **Vice President** is a pivotal role within the organization that ties multiple functions of the Coalition together. The Vice President is responsible for overall logistical support to all personnel and functions, as well as operational support to ensure the success of the Coalition's legislative advocacy program. As such, the Vice President provides direction and leadership in the areas of member relations, membership development, retention and recertifications, capital development and fundraising, external events, information technology, and volunteer resources.

- (a) The Vice President works very closely with the President in establishing association goals for the future. As the second position in the association leadership chain of command the Vice President many times helps the President prioritize the association's goals. Provides assessment and recommendations for operational improvement of support activities. Participates in organizational problem-solving, decision-making, and strategic planning.
- (b) Provides leadership to the Coalition strategic planning process and implements new program strategic initiatives. Provides guidance and coordination with the legislative and communications directors and works with the Board of Directors to keep them abreast of program issues, strategies, challenges, and accomplishments. Performs such other functions as may be directed by the President or Members.
- (c) The Vice President is charged with all of the powers which are required to perform the duties of the association President in the absence of the President. Generally, the Vice President may only act for the President when the President is physically absent or otherwise unable to act.

**Section 5.** The **Secretary** shall maintain Coalition files and coordinate the administrative functions of the Coalition. The Secretary shall: (a) certify and keep at the principal office of the Coalition the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date; (b) keep, or cause to be kept, at the principal office of the Coalition or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Members and the Board of Directors, and any committees having any of the authority of the Board of Directors, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof; (c) be custodian of the records of the Coalition and see that all documents of the Coalition, the execution of which on behalf of the Coalition is authorized by law or by these Bylaws, are properly and duly executed; (d) exhibit at all reasonable times to the Members, a director, or proper designee, upon request, the Bylaws, and the minutes of the proceedings of the Members, Board of Directors and the committees of the Coalition; and (e) perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors; (f) and perform such other functions as may be requested by the President, the Vice President, or Members in the orderly conduct of Coalition business.

**Section 6.** The **Treasurer** shall maintain and oversee the Coalition's finances, including the accounting for all financial transactions and reporting. The Treasurer shall maintain an account in the Coalition's name in a federally insured financial institution as may be designated by the Board of Directors.

- (a) The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Coalition; deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Coalition; and cause all the funds of the Coalition to be disbursed as ordered by the Board of Directors.
- (b) The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of the Coalition and a statement of the financial condition of the Coalition, and, after consultation with the President, provide Coalition financial records to the committee appointed by the President to conduct an annual audit of the Coalition's financial affairs.

- (c) At each Annual Meeting of Members and regularly scheduled meeting of the Board of Directors, the Treasurer shall provide for the Members' approval a report on the state of the Coalition's finances. The Treasurer shall file required annual reports with the State of Maryland and the Internal Revenue Service, as appropriate, and perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

**Section 7.** The **Legislative Director** establishes the agenda for Coalition legislative activities and ensures Coalition goals and positions are clearly defined and disseminated to the appropriate legislative committees. Appoints special committees and **responds to queries concerning the Coalition and its position on legislative issues.**

- (a) Monitors and analyzes the activities and new policies established by local and state governments. Works with state legislators, monitoring military, veteran and survivor-related issues and proposed laws, and makes recommendations. Research's state legislation and prepares memoranda to analyze and outline response options.
- (b) **Creates priority action plans for the Coalition** and coordinates with appropriate state agencies and/or legislative staff to advance legislative objectives. Prepares oral and/or written testimony to be delivered at legislative committee hearings, and delivers such testimony as required. Responds to Committee Members and staff questions on legislative activities. Represents the Coalition at conferences, hearings, and meetings. Drafts legislative updates for dissemination to Coalition Members.
- (c) **Provides guidance and coordination with the legislative and communications directors and works with the Board of Directors to keep them abreast of program issues, strategies, challenges, and accomplishments.** Performs such other functions as may be requested by the President or Members in the orderly conduct of Coalition business.

**Section 8.** The **Communications Director** controls the information or data flow between the Coalition and the general public and is **the key person in charge of everything the Coalition communicates to the public.** The Communications Director's job is to promote a positive Coalition image to the public, set the tone for messaging, and portray the Coalition's values. Serves as the front-line contact in presenting the Coalition, its mission, goals, and activities, to the public in the best light possible using writing, photography, presentation, and other media-related skills. Writes and distributes news releases to introduce newsworthy developments. Cultivates and maintains contacts in various media outlets.

- (a) Responsible for maintaining the Coalition's reputation and making the Coalition look like an authoritative figure in the Maryland General Assembly. **Builds comprehensive communications plans that share Coalition goals, timelines, relevant stake-holder information and data, and key performance indicators. Coordinates public relations activities, formulates marketing strategies, and is the Coalition's face at media events.**
- (b) **Keeps Member Organizations and Directors informed about the Coalition's activities.** With input from the Leader Team, writes and distributes Director communications and news releases to introduce newsworthy developments. **Maintains statistics on Action Alerts.**
- (c) **Oversees the Coalition's website and social media accounts to ensure they align with the Coalition's established brand and communication objectives.** Writes and develops newsletters, brochures, news releases, and other media-related documents. **Creates and maintains the Coalition's goal sheet, legislative tracker, and bill sponsor lists during legislative sessions.**

## ARTICLE VI — Committees

**Section 1.** The Coalition shall have an **Executive Committee (sometimes referred to as “Leader Team”)** that is comprised of the Coalition President, Vice President, Secretary, Treasurer, Legislative Director, Communications Director, and other committee heads appointed by the President. The Executive Committee acts as a “steering committee” for the full board. Functioning as a steering committee, the executive committee plays a vital advisory role and prioritizes issues for the full board to address. It shall provide organizational direction for the President and the full board and shall assist the President and board members to establish items for board meeting agendas. The Executive Committee shall have the power to act on behalf of the full board in urgent or emergency situations and between meetings of the board of directors. The Executive Committee reports to the Board of Directors.

**Section 2.** The Board, from time to time, may establish other committees as it may deem necessary and appropriate to further the purposes of the Coalition. Unless otherwise provided for in these Bylaws, each committee shall establish its own meeting schedule. A majority of the members of the committee shall constitute a quorum, and the actions of any committee at a meeting at which a quorum shall be present shall be deemed to be an action of that committee. A Member organization may assign as many representatives as it wishes to a committee, but any given organization shall have only one vote in the committee.

## ARTICLE VII — Issues and Presenting Testimony

**Section 1.** Members having an issue to be considered by the Coalition shall provide the necessary background information and references to the Legislative Director for review and recommendation to the Coalition representatives assembled at a regularly scheduled or special meeting. On matters of urgency, when the Legislative Director considers there is insufficient time to convene a meeting, Members may be polled by e-mail or other means of communication.

**Section 2.** When the Coalition is requested to provide testimony, the first choice to provide such testimony normally shall be offered to the Legislative Director or the appropriate Committee Chair. Should a designated witness be unable to testify on the specified date, the Legislative Director shall select a replacement witness.

**Section 3.** Each witness shall be responsible for preparing their own oral and/or written testimony sufficiently in advance to ensure appropriate review and coordination takes place and, where applicable, modifications by the Legislative Director at least 48 hours before the due date. All such oral statements shall reflect highlights of the written testimony approved by the Coalition.

**Section 4.** It is in the Coalition's interest to have all Members as signatories to major Coalition submissions to the State Legislature. However, a Member may elect whether to have its name listed as a subscriber to any Coalition testimony. A Member organization's request to have its name removed from a specific submission of Coalition testimony or correspondence shall be honored. Member organizations shall retain the right to submit testimony separate from or in addition to that of the Coalition.

## ARTICLE VIII — Finances

**Section 1.** The Treasurer may make disbursements in accordance with the annual budget approved by the Board of Directors. Other disbursements shall be approved by the President. No Coalition officer, director, Member or Member Representative, may take possession of any of the assets, funds, or property of the Coalition, or accept a loan from the Coalition, or make any such loan.

**Section 2.** At least once annually, the President shall appoint a committee of not less than three Members, who do not have access to Coalition funds, to review the Coalition finances and report its findings to the membership assembled at a regularly scheduled meeting of the Coalition.



**Section 3.** The Coalition may from time to time adopt methods by which to raise operational revenues. Member Organizations are expected to provide financial support to the Coalition commensurate with their membership size and resources. Annual contributions should be remitted to the Coalition’s Treasurer no later than December 31 each year. Total amounts contributed by Member Organizations shall be noted in the Treasurer’s report without identifying the contributing organization to guard against creating inadvertent pressures for contributions from others.

**Section 4.** The Coalition’s contribution structure is based on Member Organization size where each Member contributes an amount based on the number of members it has in Maryland. The following shall be used as a guide for Member contributions:

NUMBER OF MEMBERS IN MARYLAND	CONTRIBUTION
Fewer than 100	\$75
101 - 500	\$150
501 - 1,000	\$300
More than 1,000	\$500

**Section 5.** The Coalition may receive gifts, contributions, donations, and bequests for its purposes from non-member organizations and individuals. While the Coalition encourages unrestricted gifts whose principal and/or income from the unrestricted gifts may be used for the Coalition’s purposes at the discretion of the Board of Directors of the Coalition, the Board of Directors may accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

### **Article IX — Miscellaneous**

**Section 1.** The **fiscal year** of the Corporation shall end on the last day of December of each year.

**Section 2.** The Corporation shall not have a **Corporate Seal**.

**Section 3.** Coalition officers, directors, members, and consultants shall avoid any actual or perceived conflict of interest. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, directors or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered consistent with the annual budget approved by the Board of Directors. Each officer, director, or committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a pecuniary benefit transaction as to that officer, director, or committee member, and shall be prohibited from participating in the discussion or voting on the transaction. Every new Member of the Board of Directors shall be advised of this policy by the President before or upon becoming a director and shall sign a statement acknowledging these requirements. The directors may develop and adopt further policies regarding Conflict of Interest, consistent with this section and the laws of Maryland and of the United States.

**Section 4.** Limitations.

(a) The Coalition shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, or any successor provision.

(b) The Coalition is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer, director or Member of the Coalition, or any other individual, partnership, or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

**Section 5.** This agreement shall remain in effect in perpetuity, unless revoked or amended by a favorable vote of three-fourths of the Member organizations.

The foregoing Bylaws of the Corporation were duly considered, approved, and adopted the 9<sup>th</sup> day of February, 2023.