

BYLAWS
OF
COALITION OF VISIONARY RESOURCES

PREAMBLE

The following Bylaws are to be interpreted and construed to affect only the purposes of and compliance with the laws of the State of Colorado governing non-profit corporations.

DEFINITIONS

Visionary: someone or something that accesses and reconciles the past, accepts and promotes the present, and innovates and expands into the future.

ARTICLE ONE
NAME

The name of the corporation shall be Coalition of Visionary Resources, Inc., a non-profit corporation (the “Coalition”). The corporation may also be known and referred to by the acronym “COVR,” pronounced “cover.”

ARTICLE TWO
OFFICES

The principal office of the Coalition shall be at such place as the Board of Directors (“Board”) from time to time may determine and the activities of the Coalition may require, either within or without the State of Colorado. The office address shall be listed on the website and in all communication with Members unless the placement of such is physically unreasonable. All official communication with Members shall include some convenient way to communicate with the office.

ARTICLE THREE
PURPOSES

3.1 **Non-Profit Purpose**. The Coalition is organized exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. No part of the net earnings, gains or assets of the Coalition shall inure to the benefit of or be distributable to its Directors, Officers, Members or other private individuals, or organizations organized and operated for a profit, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

3.2 Specific Purposes. The purposes of the Coalition shall be to:

3.2.1 Provide a forum for the exchange of information and ideas and for basic trade expansion of independent or chain Visionary retailers, companies or persons involved in the production, creation, or manufacturing of Visionary products, companies or persons providing services to the Visionary marketplace, or individuals involved in the Visionary marketplace encompassing all faiths and spiritual practices, all beliefs and ideals, and all cultural and physical traditions meant to support inclusivity. The intent of this statement is to be inclusive of all companies and individuals in the Visionary marketplace.

3.2.2 Promote the production and sales of Visionary and related products for the benefit of the retailers, and related businesses such as manufacturers and distributors.

3.2.3 Conduct continuing education for Visionary retailers via programs at annual conferences, by publications such as newsletters, and by other means.

3.2.4 Conduct and sponsor research about how Visionary retail and related businesses can respond to industry changes.

3.2.5 Promote networking and building relationships within the Visionary community.

ARTICLE FOUR MEMBERS

4.1 Membership Classes. The Coalition shall have a single class of Members. The Board in its discretion may establish categories of Members for administrative, reporting, marketing, and awards purposes but notwithstanding any such categories all Members shall have the same rights and privileges.

ARTICLE FIVE MEETINGS OF MEMBERS

5.1 Place of Meetings. Meetings of Members shall be held at the principal office of the Coalition or at such other place within or without the State of Colorado as the Board shall authorize, including virtual meeting places.

5.2 Annual Meeting. An annual meeting of Members shall be held in the last month of each calendar year at such time and place as shall be designated by the Board, at which Members shall transact such business as may properly come before the Members.

5.3 Special Meetings. Special meetings of Members *may* be called by the President, and *shall* be called by the President or the Secretary at the request, in writing, of a majority of the Board or at the request, in writing, of Members holding not less than 33% of the Members of record on the date of such request. Such request and notice of meeting issued pursuant thereto shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

5.4 Notice of Meetings of Members. Written notice of meetings of Members shall be delivered by electronic mail or personal delivery to each Member entitled to vote at any meeting of the Members. Such notice shall be delivered not less than 10 or more than 100 days before the date of the meeting. The notice of each meeting shall state the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice for a special meeting shall indicate that it is being issued by or at the direction of the Officer calling the meeting and the authority therefor. Unless the Board shall fix a new record date for an adjourned meeting, notices of such adjourned meeting need not be given, if the time and place to which the meeting shall be adjourned, was announced at the meeting at which the adjournment is taken.

5.5 Waivers. Notice of meeting need not be given to any Member who signs, either in person or by proxy and whether before or after the meeting, a waiver of notice. The attendance, whether in person or by proxy, of any Member at a meeting without protesting the lack of notice of the meeting prior to the conclusion of such meeting shall constitute a waiver of notice by such Member.

5.6 Quorum of Members. 25% of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members for the transaction of any business. Unless otherwise required by law, the vote of a majority of the Members present in person or by proxy at the time of a vote, if a quorum is or has been present, shall be the act of the Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member and those remaining may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

5.7 Voting.

5.7.1 Eligibility to Vote. All Members who are Members of record on the date of the annual or special meeting shall be qualified voters, except that any person who is an employee of a Member business shall, for voting purposes, be designated as a “supporting Member,” and shall not be entitled to vote on any matter on which the supporting Member’s employer also casts a vote. This provision is intended to prevent a large employer from controlling the vote by having multiple employees join the organization.

5.7.2 Manner of Voting. At all meetings of Members voting may be by voice, by electronic ballot, or by show of hands; however, any qualified voter may demand a formal count,

whereupon such vote shall be taken by ballot or roll call and the Secretary shall record the name of the Member voting, and, if such vote shall be by proxy, the name of the proxy holder.

5.7.3 Number of Votes. Except as provided in Section 5.7.1 above, each Member shall have one vote. Only one vote per member or member organization may be cast; and individual members may not also vote on behalf or as a representative of a member organization. No member is required to cast a vote and may abstain from voting on any agenda item.

5.8 Proxies. Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize another person or persons to act on behalf of the Member by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact and delivered to the secretary of the meeting prior to or during the roll call or be returned to the Coalition with the signed consent to action without a meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

5.9 Written Consent of Members. Any action that may be taken by vote may be taken without a meeting on the written consent delivered by electronic mail setting forth the action so taken, signed by the Members entitled to vote thereon.

ARTICLE SIX DIRECTORS

6.1 Number and Term. The Board shall consist of no fewer than five and no more than 12 members ("Directors") who shall be elected as set forth hereinafter for a term of three years, commencing at the beginning of the calendar year after the Annual Meeting, and expiring at the end of the third calendar year. The Board in its discretion may stagger the terms of Directors.

6.2 Election. Prior to the annual meeting of Members each year the Board shall establish and set forth a schedule for election of Board members using its best discretion and allowing adequate time for the education of Members. Incumbent Directors running for re-election to the Board shall be required to follow the same election procedures as other candidates.

6.2.1 Nominations. The Executive Director (if any) or an Officer designated by the Board shall notify Members by electronic mail or personal delivery (a) that the period for nominations is open or will open on a certain date, (b) the qualifications required of nominees, and (c) the date upon which the period for such nominations will close. Nominations must be submitted to and received by the Coalition's Board of Directors via electronic mail no later than the time set forth.

6.2.2 Eligibility to Vote. All Members who are Members of record on the date the period for nominations closes shall be qualified voters, subject to the limitations on voting provided in Section 5.7.1 above. Members may vote by proxy as provided in Section 5.8 above.

6.2.3 Manner of Voting. Voting may be conducted by electronic ballot. All ballots received by the deadline established by the Board from Members qualified to vote shall be tabulated by an Election Committee consisting of the Executive Director (if any) or President and at least two Directors who are not running for re-election. In the event of multiple ballots from a Member, only the earliest dated ballot will be tabulated. An affirmative vote by the majority of the Members casting ballots shall be sufficient to elect a Director. The results of the election shall be announced at the annual meeting of Members or at any other time as designated by the President.

6.2.4 Filling Vacancies. In the event that no qualified candidate is nominated and elected, the Board shall fill any vacancy or vacancies, as described in Section 6.11 below.

6.3 Qualifications of Directors.

6.3.1 Candidates. All candidates for election to the Board (a) shall be at least twenty-five years of age on the date of the election, (b) shall have been Members of the Coalition in good standing or employees of a Member company in good standing for one full year prior to election OR have joined as a Member and served as a volunteer for COVR for 6 months or more prior to election, (c) shall have attended at least one Annual Meeting of Members OR will attend the next scheduled Annual Meeting. Candidates must understand and accept their fiduciary responsibilities to the Board and the Organization.

6.3.2 Limitation on Directors. No more than one representative of a Member business shall be elected as a Director at any given time. Should a Director change employment affiliation during their elected term of office resulting in more than one Director being affiliated with the same Member Coalition, those Directors changing employment shall be allowed to serve the remainder of their elected term.

6.4 Meetings of the Board of Directors.

6.4.1 Regular Meetings. At least four regular meeting of the Board shall be held each calendar year, one meeting per quarter. Regular and special meetings of the Board may be called by the Executive Director (if any), President or by any properly elected Officer of the Board at any time. Both regular meetings and special meetings may be held as in-person meetings or as teleconference meetings at the discretion of the President.

6.5 Notice of Meetings. Notice of regular meetings of the Board shall be by electronic mail, telephone, personal delivery, or verbally, at least 30 days prior to the date of the meeting. The attendance of any Director at a meeting without protesting the lack of notice of the meeting prior to the conclusion of such meeting shall constitute a waiver of notice by such Director.

6.5.1 Special Meetings. Notice of special meetings of the Board shall be by electronic mail, telephone, or personal delivery at least three days prior to date of the meeting.

6.5.2 Amendments to Bylaws. Notice to the Directors of proposed Bylaws amendments must be delivered by electronic mail, or personal delivery 20 days prior to the date of the Board meeting at which the changes will be voted upon and must contain the content of any proposed amendment.

6.6 Place of Meetings. Meetings shall be held at the principal office of the Coalition or at such other place designated by the Board or President or by virtual meeting.

6.7 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, other than a change in the Bylaws, at any meeting of the Board. For any changes to the Bylaws, two-thirds of the Directors then in office shall be necessary for a quorum.

6.8 Voting.

6.8.1 Votes Required. A majority vote of the Directors present at a meeting shall be sufficient for the passage of all motions and resolutions of the Board with the exceptions of amendments to the Bylaws, which must be carried by not less than two-thirds of the Directors in attendance.

6.8.2 Voting by Electronic Means. Action taken by electronic mail shall be a valid action of the Board, with the exception of amendments to the Bylaws. Any vote by electronic mail shall require the Executive Director (if any) or a properly elected Officer of the Board to give three days' advance notice of the requirement to vote. An affirmative vote by the majority of the Directors then in office is required for passage of all motions and resolutions by electronic mail. Such vote shall be reported at the next regular meeting of the Board.

6.9 Powers of Restriction imposed by law, by the Articles of Incorporation, and these Bylaws. The Board shall possess such specific powers that shall be necessary to carry out the purposes and functions for which the Coalition exists.

6.10 Compensation. Directors and Interns shall receive no compensation directly or indirectly for their services to the Board. However, Directors may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Coalition in the ordinary course of business.

6.11 Vacancies. In the event that there is a vacancy of a Director, the remaining term of said vacancy shall be filled within 60 days of the date said Board seat becomes vacant by an election by the remaining Directors at a regular meeting of the Board, or failing a regular meeting at a special meeting called for that purpose. Any candidate for this vacant seat must meet the qualification requirements set forth in Section 6.3 above.

6.12 Removal of Members of the Board of Directors.

6.12.1 Removal for Just Cause. Any Director may be removed from the Board for just cause by a two-thirds vote of the total Directors. Such Member shall not be counted in the total number of Directors necessary for a quorum on such vote.

6.12.2 Removal for Absence. Any Director who shall have been absent from two consecutive regular meetings of the Board may be removed by a two-thirds vote of the total Directors. Such absent Member shall not be counted in the total number of Directors necessary for a quorum on such vote. The Board shall consider each absence on its own merits, taking into consideration factors beyond the absent Director's control, if any.

**ARTICLE SEVEN
INTERNSHIP TO BOARD OF DIRECTORS**

7.1 Purpose. An Intern to the Board of Directors is to build education and promote inclusivity between the Visionary community and COVR. This position within the Organization allows for interested parties to learn the process and procedures of COVR before they meet full Director eligibility while keeping COVR a vital and dynamic part of the Visionary community.

7.2 Number and Term. The Board shall elect up to two Interns per calendar year who shall be elected as set forth hereinafter for a term of one year, commencing at the beginning of the calendar year after the Annual Meeting, and expiring at the end of the calendar year.

7.3 Election. Prior to the annual meeting of Members each year the Board shall establish and set forth a schedule for election of Interns using its best discretion and allowing adequate time for the education of Directors. Incumbent Interns running for re-election shall be required to follow the same election procedures as other candidates.

7.3.1 Nominations. The Executive Director (if any) or an Officer designated by the Board shall notify Members by electronic mail or personal delivery (a) that the period for nominations is open or will open on a certain date, (b) the qualifications required of nominees, and (c) the date upon which the period for such nominations will close. Nominations must be submitted to and received by the Coalition's Board of Directors via electronic mail no later than the time set forth.

7.3.2 Manner of Voting. All Directors who serve on the Board on the date the period for nominations closes shall be qualified voters. Voting may be conducted by electronic ballot. The results of the Internship election shall be announced at the annual meeting of Members or at any other time as designated by the President.

7.4 Qualifications of Interns.

7.4.1 Candidates. All candidates for election as an Intern to the Board shall be at least eighteen years of age on the date of the election, actively working within the Visionary community, and must be a member of COVR or join as a member upon their nomination. Intern candidates must agree to attend all regular meetings and actively volunteer on at least one committee during their term. Candidates must understand and accept their fiduciary responsibilities to the Board and the Organization.

7.4.2 Limitation on Interns. No more than two individuals may be elected as an Intern within a calendar year. Interns shall have a voice but no vote during Board meetings. Once an Intern meets Director qualifications, all Director qualifications set forth in Section 6.3 shall apply should they wish to join the Board.

7.5 Removal of Interns.

7.5.1 Removal for Just Cause. Any Intern may be removed for just cause by a majority vote of the total Directors.

7.5.2 Removal for Absence. Any Intern who shall have been absent from two consecutive regular meetings of the Board may be removed by a majority vote of the total Directors. The Board shall consider each absence on its own merits, taking into consideration factors beyond the absent Intern's control, if any.

ARTICLE EIGHT EXECUTIVE DIRECTOR AND OFFICERS

8.1 Executive Director. When necessary and the budget allows, the Coalition may employ an Executive Director to manage the day-to-day affairs of the Coalition. The Executive Director shall help professionally manage the Coalition; shall be responsible to and take direction from the Board; shall have the right to attend all regular, special, and committee meetings of the Board with voice but no vote; and shall have the authority to implement Board decisions. The Executive Director shall have the authority to enter into contracts and to retain counsel, accountants, and auditors as directed and approved by the Board. The Executive Director may be assigned to perform any of the responsibilities of the Coalition's Officers, as set forth below, under the direction of such officer.

8.2 Offices, Election and Term of Office. Following the election of Directors or at the next regularly scheduled meeting of the Board the Board may elect from the Directors a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers as the Board may determine, who shall have such duties, powers and functions as hereinafter provided. Any Director may hold more than one office, except that a Director may not hold the office of both President and Secretary at the same time. Officers shall serve until the next annual meeting of the Members, or until their successor has been appointed or elected.

8.3 Removal, Resignation, Salary, Etc.

8.3.1 Any Officer, Director, or Intern elected or appointed by the Board may be removed by the Board with or without cause.

8.3.2 In the event of the death, resignation or removal of an Officer, Director, or Intern, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

8.3.3 Officers, Directors, and Interns shall not receive any salary or other financial benefit as a result of holding their office but may receive expenses as set forth in Sections 6.10 above.

8.4 President and Vice-President. The President shall be the principal executive officer of the Coalition and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Coalition. When present, the President shall preside at all meetings of the Board and shall be ex officio a member of all committees of the Board. The President may sign, with the Executive Director, Secretary or any other proper Officer authorized by the Board, membership certificates, award certificates, and any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Coalition, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time. In the event of the President's absence, resignation, or incapacity, the Vice-President, or any Board member if there is no Vice-President, may serve as acting President in the President's place to completion of the President's elected term and be subject to all of the restrictions upon the President. The Acting President may then seek an elected term or terms as President.

8.5 Secretary. The Secretary shall attend all meetings of the Board and of Members, record all votes and minutes of all proceedings in a book or books to be kept for that purpose. The Secretary shall keep in safe custody the seal of the Coalition and affix it to any instrument when authorized and shall keep all the documents and records of the Coalition as required by law or otherwise in a proper and safe manner. When required, the Secretary shall prepare or cause to be prepared and available at each meeting of Members entitled to vote thereat, a list of Members. In general, the Secretary shall perform all duties as may be prescribed by the President or the Board from time to time. In the absence of the President and Vice Presidents or in the event of their death, inability, or refusal to act, at the option of the President, the Secretary shall also perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

8.7 Treasurer. The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the corporate books. The Treasurer shall deposit all money and other valuables in the name and to the credit of the

Coalition in such depositories as may be designated by the Board and disburse the funds of the Coalition as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements. The Treasurer shall render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Coalition, and the Treasurer shall render a full financial report at the annual meeting of the Members if so requested. The Treasurer shall be furnished upon request with such reports and statements as the Treasurer may require from the corporate officers, employees, and agents as to all financial transactions of the Coalition. In general, the Treasurer shall perform all duties as are given to the Treasurer by these Bylaws or as may be prescribed by the President or the Board from time to time.

8.8 Assistant Officers. The Board may elect or delegate to the President the right to appoint such other Officers and agents as may be necessary or desirable to conduct the business of the Coalition. Such other Officers shall include one or more assistant secretaries and treasurers who shall have the power and authority to act in place of the Officers to whom they are elected or appointed as an assistant in the event of the Officer's inability or unavailability to act in the Officer's official capacity.

8.9 Sureties and Bonds. If the Board shall so require, any Officer, employee, or agent of the Coalition shall execute to the Coalition a bond in such sum and with such surety or sureties as the Board may direct. The bond shall be conditioned upon the Officer's or agent's faithful performance of the Officer's duties to the Coalition and including responsibility for negligence and for the accounting for all property, funds or securities of the Coalition which may come into the Officer's or agent's hands.

ARTICLE NINE CERTIFICATES OF MEMBERSHIP

9.1 Certificates. The Board may authorize the issuance of Membership certificates certifying Membership in the Coalition in such form as shall be approved by the Board.

ARTICLE TEN ACCOUNTING AND FINANCES

10.1 Fiscal Year. The fiscal year of the corporation shall begin January 1 of each year and end on the 31st day of December of the same year.

10.2 Dividends. No dividends may be declared for any reason whatsoever.

10.3 Monies. The monies, securities, and other valuable effects of the Coalition shall be deposited in the name of the Coalition in such banks or trust companies as the Executive Director (if any, otherwise the President) with the approval of the Board shall designate and shall be drawn out or removed only as may be authorized from time to time by the Board.

10.4 Checks, Drafts, Notes. The President, the Treasurer, and the Executive Director shall be authorized signers on the accounts of the Coalition. The Board may also designate additional Directors as authorized signers. Checks drawn against the Coalition's accounts shall bear the signature of one authorized signer.

10.5 Financial Review. The Board shall periodically and not less than once each year employ a certified public accountant who is not affiliated with the Board to review the accounts of the corporation to render a report thereon to the Board.

ARTICLE ELEVEN CORPORATE SEAL

11.1 The seal of the Coalition shall be circular in form and bear the name of the Coalition and the word "seal." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon an adhesive substance affixed thereto. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE TWELVE EXECUTION OF INSTRUMENTS

12.1 All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged the Executive Director (if any), otherwise by the President or by such other person or persons as the Board may from time to time designate.

ARTICLE THIRTEEN REFERENCES TO ARTICLES OF INCORPORATION

13.1 Reference to the Articles of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE FOURTEEN INDEMNIFICATION AND RELATED MATTERS

14.1 Power to Indemnify--Third Party Actions. The Coalition shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Coalition). This power to indemnify shall arise only by reason of the fact that the person is or was a Director, Officer, employee, or agent of the Coalition. The Coalition shall have the power to indemnify against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person

acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Coalition, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Coalition, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the person's conduct was unlawful.

14.2 Power to Indemnify--Actions Brought in the Right of the Coalition. The Coalition shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Coalition to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee, or agent of the Coalition. The Coalition shall have the power to indemnify against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Coalition. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Coalition unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

14.3 Right to Indemnification. To the extent that a Director, Officer, employee, or agent of the Coalition has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 13.1 or Section 13.2, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

14.4 Determination of Entitlement to Indemnification. Any indemnification under Section 13.1 or Section 13.2 (unless ordered by a court) shall be made by the Coalition only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 13.1 or Section 13.2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if the quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by majority vote of disinterested Members.

14.5 Savings Clause. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Members or disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall

continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and legal representatives of such a person. No indemnification shall be made if it would result in a loss of any tax-exempt status which may be enjoyed by the Coalition.

14.6 Insurance. The Coalition shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Coalition, or is or was serving at the request of the Coalition as a Director, Officer, employee, or agent of another company, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Coalition would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE FIFTEEN BYLAW AMENDMENTS

15.1 The Bylaws may be amended, repealed or adopted by a two-thirds vote of the Directors present at any regular or special meeting of the Board and for which the notice requirements of Section 6.5.2, the quorum requirements of Section 6.7, and the voting requirements of Sections 6.8.1 and 6.8.2 have been met.

ARTICLE SIXTEEN MISCELLANEOUS PROVISIONS

16.1 Books and Records. Records must be retained for meeting minutes, Board business, and any other pertinent documentation required for the continued operation of the Organization. The Coalition shall keep at its principal or virtual office all physical and electronic records of the Coalition. Electronic records shall be kept in the COVR virtual Dropbox.

16.2 Parliamentary Procedure. The parliamentary procedure governing the Coalition's transaction of business at all meetings shall be that of "Robert's Rules of Order."

16.3 Committees. The Board may appoint from time to time such committee or committees as in their discretion shall be desirable for the furtherance of the objectives and purpose of the Coalition and may delegate to such committee or committees such powers as, in the discretion of the Board, are necessary or desirable. All committees shall be chaired by a Member of the Board or by the Executive Director.

16.4 Conflicts of Interest. Any Director or Intern who represents or who is an employee, agent, owner, officer, or director of any entity that has a contractual or business relationship or a competing contractual or business interest with the Coalition shall, in the event a matter is placed before the Board involving such entity, openly declare the relationship and abstain from voting upon the matter. In the event a matter is placed before the Board in which said Director has a

business interest or competing business interest that Director shall immediately so advise the Board and abstain from voting thereon.

16.5 Non-Discrimination. The Coalition shall not discriminate in its Membership or business dealings against any person on the basis of spiritual beliefs, race, color, creed, age, sex, national origin, sexual orientation, gender identity, or physical ability, and shall seek to be inclusive and equitable.

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