

**BYLAWS**  
**OF THE**  
**COALITION OF CHARITABLE ORGANIZATIONS**

**ARTICLE I**

***GENERAL***

Section 1: **Name.** The name of this organization shall be the Coalition of Charitable Organizations.

Section 2: **Purpose.** The purposes for which this corporation is organized are:

Section 2.1: To operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as now enforced or as hereafter amended.

- These purposes will be carried out in a manner which shall:
- promote philanthropy through education and professional support;
- provide education to the community on the importance of philanthropy to build our communities;
- develop relationships with allied professionals to promote philanthropy;
- promote philanthropy through outreach methods such as: publishing testimonials and stories; giving guides; and conducting public discussion groups, forums, lectures, training workshops, or other similar programs;
- foster recognition of philanthropists;
- provide networking opportunities for nonprofit organizations; and
- distribute educational and reference materials as may be necessary, desirable, or incidental to the carrying out of the purposes set forth above.

Section 2.2: To obtain and receive grants, contributions, donations, gifts, bequests, or devices for the development of the organization's educational purposes, and development of an endowment fund and operating expenses of the Coalition of Charitable Organizations, as approved and authorized by the Board of Directors of the Coalition of Charitable Organizations.

Section 2.3: To conduct its business in this state.

Section 2.4: To have and to exercise all the powers conferred by the laws of the State of North Dakota upon corporations formed under the laws pursuant to and under which this corporation is formed, and such laws are not in effect or may at any time hereafter be amended.

Section 3: **Limitation of Method.** The Coalition of Charitable Organizations shall be non-profit, non-partisan, and non-sectarian. It shall not directly or indirectly lend its influence to the election of any candidate for political office on a city, county, state, or national level.

## ARTICLE II

### *OFFICES*

Section 1: **Principal Office.** The Coalition of Charitable Organizations' principal office shall be located in Dickinson, North Dakota. The Board of Directors may change the location of the office of the Coalition.

Section 2: **Registered Office and Registered Agent.** The Coalition of Charitable Organizations will maintain a registered office and registered agent in the State of North Dakota. The Board of Directors may change the registered office and registered agent as permitted by the North Dakota Secretary of State's office.

## ARTICLE III

### *MISSION*

The Coalition of Charitable Organizations shall exist to promote philanthropy, education, and support.

## ARTICLE IV

### *MEMBERSHIP*

Section 1: **Eligibility: Regular Membership.** Regular membership shall be open to all regional charitable organizations actively involved in fund development that choose to support the Coalition's mission and agree to pay the required dues. Each member organization shall have one vote.

Section 2: **Eligibility: Associate Membership.** Associate membership shall be open to any allied professional engaged in philanthropic efforts and interested persons who choose to support the Coalition's mission and agree to pay the required dues. Associate members may vote at membership meetings.

Section 3: **Membership Dues.** The Board of Directors shall determine the membership dues. The membership dues shall be paid annually.

Section 4: **Voting.** Each charitable organization that has paid its annual membership dues shall be entitled to cast one (1) vote.

Section 5: **Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 6: **Termination.** Any member that fails to renew membership within sixty (60) days of the annual membership dues date will be considered to have resigned from the Coalition and the membership will be terminated.

## ARTICLE V

### *MEETINGS*

Section 1: **Annual Meeting.** The annual meeting of the organization shall be held within ninety (90) days after the end of the fiscal year. The time and place shall be fixed by the Board of Directors and notice shall be given by mail or by personal or electronic delivery to each member at least seven (7) days before said meeting.

Section 2: **Membership Meetings.** The Board of Directors may provide for regular membership meetings. A meeting notice stating the date, time, and place of the regular meetings will be given by U.S. mail, personal delivery, or by electronic means to each member.

Section 3: **Special Meetings.** Any member of the Board or the Executive Committee may call special meetings of the general membership of the Coalition at any time with three (3) days notice to all members. Notice of the special meeting shall be given to each member by mail, personal delivery, or by electronic means.

Section 4: **Quorum.** Five (5) members present at a membership meeting shall constitute a quorum and simple majority rules. In the absence of a regular membership quorum, the Board of Directors may vote with follow up notification of the voting results to the regular membership at the next regularly scheduled meeting.

Section 5: **Electronic Voting.** Voting by electronic means may be used to conduct business for the Coalition of Charitable Organizations. Results of electronic voting will be reported and approved at the next regularly scheduled meeting.

## ARTICLE VI

### *BOARD OF DIRECTORS*

Section 1: **Authority.** The business and property of the corporation shall be managed by the Board of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the organization by law.

Section 2: **Number, Qualifications, and Tenure.** The Board of Directors shall consist of the officers of the organization, the past-president, and two (2) Directors-at-Large. Directors must be individuals over 18 years of age and must be members in good standing of the organization. The term of office of a Director-at-Large shall be two (2) years. The Director(s) may serve up to two (2) consecutive terms.

Section 3: **Vacancies.** Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors at any Board of Directors meeting.

