

# COALITION OF VETERANS ORGANIZATIONS, NFP

## AMENDED BYLAWS

### ARTICLE I

#### PURPOSE

The purpose of the organization is to educate veterans and the general public on both veterans' rights and benefits and the need for justice for veterans as veterans, including making them aware of updates and changes in regulations and legislation affecting veterans.

### ARTICLE II

#### CORPORATE OFFICES

Section 1. Illinois Registered Office. The registered office of the corporation in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Other Offices. The principal office of the corporation in the State of Illinois shall initially be located in the City of Chicago. The corporation may also have offices at such other places both within and without the State of Illinois as the Board of Directors may from time to time determine.

### ARTICLE III

#### DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors of the corporation shall be not less than five nor more than nine. The majority of the Board of Directors shall be veterans. Each director shall hold office for two years or until a successor shall have been duly elected and qualified. The Board of Directors shall establish an election procedure whereby the election of officers and directors shall be staggered, thereby ensuring continuity and experience on the Board of Directors. Directors of the corporation shall be Individual Members or Organizational Delegates in good standing. Directors need not be residents of the State of Illinois.

Section 3. Removal. Any director of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Place of Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Illinois.

Section 5. Regular Meetings. The Board of Directors shall meet not less than once per year. Other regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 6. Nomination Meeting. The Board of Directors shall hold an annual nomination meeting, not less than thirty (30) days prior to the annual Membership Election Meeting, in which they shall nominate Individual Members and/or Organizational Delegates of the corporation to be directors. Such nominations will be presented to the annual Membership Election Meeting for election as officers and directors of the corporation.

Section 7. Special Meetings. Special meetings of the board may be called by the Chair and shall be called by the Chair or Recording Secretary on the written request of a majority of the directors.

Section 8. Notice. Notice of any annual meeting of the Board of Directors shall be given at least thirty (30) days before the meeting, and notice of any special meeting shall be given at least 48 hours before the meeting by written notice delivered personally or mailed to each director at his business address, or by telegram or facsimile. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum of directors is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Informal Action by Directors. Unless specifically prohibited by the articles of incorporation or bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State. Any such consent may be executed in any number of counterparts, each of which shall be deemed an original.

## ARTICLE IV

### MEMBERS & SPONSORS

Section 1. Members. The corporation shall have individual members who may be veterans or non-veterans who support veterans and veterans issues.

Paragraph A. Individual Membership Requirements. Individual members are those who shall have, (a) attended at least two membership meetings, (b) who shall have registered as a member including paying annual dues as set by the Board of Directors, and (c) who shall not have absented themselves from more than four (4) successive membership meetings.

Section 2. Organizational Sponsors. The corporation shall have organizational sponsors. Organizational sponsors shall be those veterans' organizations who make an annual donation to the corporation. The levels and privileges of sponsorship shall be set from time to time by the Board of Directors. All sponsoring organizations shall be listed on the letterhead of the organization.

Paragraph A. Organizational Delegates. Each sponsoring organization shall be authorized one delegate who shall be a voting member of the organization. This delegate shall not be subject to the attendance or dues requirements put forth in Section 1, Paragraph A of this Article.

Section 3. Membership Election Meeting. The Board of Directors shall cause to be held an annual Membership Election Meeting in April of each year in which all Individual Members and Organizational Delegates of the corporation may participate in the election of corporate directors. The Board of Directors shall ensure that announcement of the annual Membership Meeting is made not less than thirty (30) days prior to the meeting.

Section 4. Membership Committee. There shall be a Membership Committee directly responsible to the Board of Directors and whose members shall be appointed by the Board of Directors. The responsibility of this committee shall be to encourage membership in CVO and to ensure compliance with this Article.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a Chair, a Vice Chair, a Treasurer and a Recording Secretary. The Board of Directors shall appoint the officers and they shall be full members of the Board of Directors.

Section 2. Other Officers. The Board of Directors may create, appoint or cause to be elected any other such officers as it deems fit and those officers may or may not be members of the Board of Directors at the board's discretion. Any two or more offices may not be held by the same person.

Section 3. Term of Office and Vacancy. Each officer shall hold office for a period of two years or until a successor is elected and qualified or until the officer's earlier resignation or removal. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors for the unexpired portion of the term. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Chair. The Chair shall be the chief executive officer of the corporation and shall in general supervise and control all of the affairs of the corporation. Additionally, he shall preside at all membership meetings and meetings of the Board of Directors. He shall have the power to execute all documents that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of chair and such other duties as the Board of Directors may from time to time prescribe.

Section 6. Vice-Chair. The Vice-Chair shall assist the Chair in directing the corporation and in supervising and controlling the affairs of the corporation. When the Chair is absent, he shall preside at all membership meetings and meetings of the Board of Directors. In the absence of the Chair, he shall have the power to execute documents that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of vice-chair and such other duties as the Board of Directors may from time to time prescribe.

Section 7. Treasurer. The Treasurer shall cause proper books, corporate accounts, and financial materials to be maintained. The Treasurer shall give a regular accounting of all financial matters and shall, upon demand of the Board of Directors, produce the books for inspection. The Treasurer shall be responsible for the proper maintenance and filing of corporate and tax records as mandated by law. In general, the Treasurer shall carry out all duties incident to the office of treasurer and carry out such other duties as the Board of Directors may from time to time prescribe.

Section 8. Recording Secretary. The Recording Secretary shall (a) ensure that all the proceedings of the meetings of the Board of Directors are duly recorded in a book to be kept for that purpose and shall perform like duties for the standing committees when required, (b) ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) be custodian of the corporate records, and (d) in general perform all duties incident to the office of recording secretary and such other duties and have such other powers as the Board of Directors or the Chair may from time to time prescribe.

## ARTICLE VI

### OTHER PROVISIONS

Section 1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of the General Not For Profit Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on December 31.

Section 3. Seal. The corporation shall have no corporate seal.

Section 4. Indemnification of Directors and Officers. Each person who is or was a director or officer of the corporation, and each person who serves or served at the request of the corporation as a director or officer of another corporation, shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the General Not for Profit Corporation Act of the State of Illinois as it may be in effect from time to time.

Section 5. Conflicts of Interest. Any director, officer, or employee who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to

the corporation's interest. The body to which such disclosure is made shall thereupon determine, by a vote of 75% of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether there was a quorum present.

## ARTICLE VII

### AMENDMENTS

Proposed amendments to the bylaws, or any motion to repeal the bylaws and adopt new bylaws, must be made to a properly constituted meeting of the Board of Directors at least 30 days prior to being voted on. Such amendment or motion must then be voted on in a properly constituted meeting of the Board of Directors and must pass by a two-thirds affirmative vote of those directors present.

Adopted by the Board of Directors of the Coalition of Veterans Organizations on the 18<sup>th</sup> day of October in the year 2008.

Amended by the Board of Directors of the Coalition of Veterans Organizations on the 26th day of February in the year 2014 .

Amended by Board of Directors in December 19, 2021 expanding the maximum number of directors from nine to seventeen.