



Ability, an Employee Resource Group  
National By-Laws

Updated February 2024

Revised 2/13/2024

Table of Contents

National By-Laws ..... 1

ARTICLE 1. ORGANIZATION DESCRIPTION, PURPOSE, & GOALS ..... 4

    Section 1.1 Name ..... 4

    Section 1.2 Logo..... 4

    Section 1.3 Purpose ..... 4

    Section 1.4 Goals..... 4

Article 2: MEMBERSHIP & CHAPTERS..... 5

    Section 2.1: Members ..... 5

    Section 2.2: Associate Members..... 5

    Section 2.3: Member-at-Large & International Member-at-Large ..... 5

    Section 2.4: Associate Member-at-Large ..... 6

    Section 2.5: Membership Ineligibility ..... 6

    Section 2.6: Rights and Advantages of Membership ..... 6

    Section 2.7: Dues ..... 8

    Section 2.8: Bylaws ..... 8

    Section 2.9: Resignation and Termination ..... 8

Article 3: Ability National Board ..... 10

    Section 3.1: Powers ..... 10

    Section 3.2: National Board..... 10

    Section 3.3 Non-Executive Advisory Board ..... 17

    Section 3.4 Executive Sponsors ..... 17

    Section 3.5 Board Committees..... 17

    Section 3.6 Termination of an Ability National Board Member ..... 17

ARTICLE 4. ELECTIONS ..... 18

    Section 4.1 National Board Nominations..... 18

    Section 4.2 Vacancies of Offices..... 18

ARTICLE 5. FINANCES ..... 19

    Section 5.1 Fiscal Year..... 19

    Section 5.2 Financial Reports and Audits ..... 19

    Section 5.3 Gifts..... 19

    Section 5.4 Budgets ..... 19

    Section 5.5 Funding and Fundraising ..... 20

    Section 5.6 Contributions..... 20

    Section 5.7 Monetary Transactions and Reports ..... 20

ARTICLE 6. MEETINGS ..... 21  
    Section 6.1 General Information ..... 21  
    Section 6.2 Meetings of Ability National Board..... 21  
ARTICLE 7. COMMITTEES AND PROGRAMS ..... 22  
    Section 7.1 Conference Committee..... 22  
    Section 7.2 Finance Committee..... 22  
ARTICLE 8. LIMITATIONS AND DISSOLUTION ..... 23  
ARTICLE 9. TEMPLATES ..... 24  
ARTICLE 10 LISTING OF AMENDMENTS ..... 25  
    Section 10.1 Amendments Approved 2017 ..... 25  
    Section 10.2 Amendments Approved January 2020..... 25  
    Section 10.3 Amendments Approved October 2020..... 25  
    Section 10.4 Amendments Approved February 2022 ..... 25

## ARTICLE 1. ORGANIZATION DESCRIPTION, PURPOSE, & GOALS

### Section 1.1 Name

The name of this organization shall be Ability ERG, Inc.

### Section 1.2 Logo



### Section 1.3 Purpose

Ability is an Employee Resource Group dedicated to advancing, educating and advocating for individuals with disabilities and their families within the community, the marketplace and the workplace. Ability is volunteers who advocate with employees and their families who have disabilities, provide caregiver support, initiate and collaborate on community endeavors, and are engaged with internal and external organizations that align with the mission of Ability. Ability encourages the formation of chapters in AT&T locations across the United States.

### Section 1.4 Goals

Ability provides a supportive network and a forum for members to address issues related to disabilities. We encourage persons with disabilities to advocate for themselves and their community and provide input into disability policy implementation and within our members communities.

Ability works to create an environment that fosters development of all employees and citizens in the individuals with disabilities community to live to their full potential.

Ability's goals include, but are not limited to:

- Supporting AT&T Chairman priorities.
- Supporting AT&T's commitment to workforce diversity.
- Creating understanding, raising awareness, and supporting the resolution of challenges faced by persons with disabilities in the workplace and community.
- Supporting programs that remove barriers which impede full employment, development, and productivity of employees with disabilities.
- Advocating for the hiring and advancement of persons with disabilities in the workplace and making technology accessible.
- Affecting change in the community by supporting and collaborating with organizations (internal and external) that align with the goals of Ability.
- Providing support and serving as a resource for employees who are caregivers for persons with disabilities.
- Fostering a work environment that is completely inclusive of persons with disabilities, both visible and invisible.

## Article 2: MEMBERSHIP & CHAPTERS

### Section 2.1: Members

2.1.1 To become and maintain active membership in Ability as a member with an Ability chapter, an individual must adhere to the following criteria:

- Be an active AT&T employee or retiree
  - An active AT&T employee is defined as an employee who works for a wholly owned subsidiaries of AT&T Inc.
  - A retiree of AT&T is defined as one who is eligible and/or receiving full retirement benefits from AT&T.
- Comply with the Ability Governing Documents
- Agree to actively participate and support Ability's mission and purpose.
- Join as a member via this link <https://eg-erg.web.att.com/#/Home>

2.1.2 A member in good standing is defined as one who fulfills the above criteria each year, he/she is a member.

### Section 2.2: Associate Members

2.2.1 To become and maintain active membership in Ability as an Associate Member within an Ability chapter, individuals must adhere to the following criteria:

- Be a former employee of AT&T and its wholly owned subsidiaries (as distinct from retirees) as long as they do not work for a competitor or engage in a competing business in any fashion
- Comply with the Ability Governing Documents.
- Agree to actively participate and support Ability's mission and purpose.
- Comply with the existing bylaws as adopted by the chapters.

2.2.2 An Associate Member in good standing is defined as one who fulfills the above criteria each year, he/she is a member.

2.2.3 Associate Membership is open to members of a current employee's or retiree's immediate family or household. Individuals who have never had an employment relationship with any AT&T company or is not an immediate family member of an AT&T employee should not be given any form of membership in the organization.

### Section 2.3: Member-at-Large & International Member-at-Large

2.3.1 To become and maintain active membership in Ability as a Member-at-Large, individuals must adhere to the following criteria:

- Be an AT&T employee, AT&T international employee or an AT&T retiree:
  - An active AT&T employee is defined as an employee who works for a wholly owned subsidiaries of AT&T Inc.
  - A retiree of AT&T is defined as one who is eligible and receiving full retirement benefits from AT&T.
  - An active AT&T International employee is defined as an individual who lives and/or works outside the United States and its territories and works for AT&T or for wholly owned subsidiaries of AT&T Inc.
- Live or work where a current Ability chapter does not exist within 50 miles in the

U.S. or at an international location.

- Comply with the Ability Governing Documents
- Agree to actively participate and support Ability's mission and purpose
- Join as a member via this link: <https://eg-erg.web.att.com/#/Home>

2.3.2 International Members are ineligible to:

- Host meetings in the name of Ability
- Serve in leadership positions or hold office on the national or chapter level
- Form Ability chapters.

2.3.3 A Member-at-Large in good standing is defined as one who fulfills the above criteria each year, he/she is a member

### Section 2.4: Associate Member-at-Large

2.4.1 To become and maintain active membership in Ability as an Associate Member-at-Large, individuals must adhere to the following criteria:

- Be a former employee of AT&T and its wholly owned subsidiaries (as distinct from retirees) as long as they do not work for a competitor or engage in a competing business in any fashion.
- Live or work where a current Ability chapter does not exist within 50 miles in the US or previously qualified as an International member.
- Comply with the Ability Governing Documents.
- Agree to actively participate and support Ability's purpose

2.4.2 An Associate Member-at-Large in good standing is defined as one who fulfills the above criteria each year, he/she is a member. Associate Membership-at-Large is open to members of a current employee's or retiree's immediate family or household.

### Section 2.5: Membership Ineligibility

2.5.1 Contractors

Generally, membership is not open to contractors. Contractors, even as "associate" members in Ability, could increase AT&T's risks of liability on "common law employee" or "joint employer" issues. This supersedes retiree eligibility.

2.5.2 Competitors

Membership or associate membership is not open to anyone employed by direct competitors of telecommunications, media or technology companies. This supersedes retiree eligibility.

2.5.3 Individual Never Employed by AT&T

Individuals who have never had an employment relationship with any AT&T company or AT&T employee should not be given any form of membership in the organization.

### Section 2.6: Rights and Advantages of Membership

2.6.1 Chapter

Local chapters will continue to exercise autonomy of their respective chapter.

Revised 2/13/2024

Chapters have the right to be part of the Ability national organization given they abide by the national bylaws.

## 2.6.2 Member

### 2.6.2.1 Voting

Each chapter member has the right to vote for amendments to the national bylaws and National Officer elections.

### 2.6.2.2 Holding Office

Chapter members have the right to hold an office within their chapter and/or as part of the Ability National Board, according to the national bylaws.

### 2.6.2.3 Change of chapter affiliation

Chapter members have the right to transfer their membership between chapters.

## 2.6.3 Member-at-Large & International

### 2.6.3.1 Voting

Members-at-Large and International Members-at-Large have the right to vote for amendments to the national bylaws and National Officer elections.

### 2.6.3.2 Holding Office

Members-at-Large have the right to hold an office in our Virtual Chapter or as part of the National Board according to the national bylaws. International Members-at-Large cannot serve in leadership positions or hold office on the national or chapter level.

## 2.6.4 Associate Member and Associate Member-at-Large

### 2.6.4.1 Voting

Associate Members and Associate Members-at-Large do not have the right to vote.

### 2.6.4.2 Holding Office

Associate Members do not have the right to hold office on their local chapters' Board of Directors. Associate Members-at-Large do not have the right to hold office on the Ability National Board.

### 2.6.4.3 Change of chapter affiliation

Associate Members have the right to transfer their membership between chapters.

### 2.6.4.4 Proprietary Information

Associate Members and Associate Members-at-Large may not have access to any proprietary information shared with Employee Groups (EG) members in connection with any joint company/EG projects, initiatives or events.

## 2.6.5 Advantages of Membership

Ability will strive to provide the following to all members:

- Insight and input into the corporate Diversity strategy and representation with the Joint Diversity Council.
- Access to current senior management team and potential leaders of AT&T.
- Increased knowledge and understanding of the business.

- Exposure to key programs focused on personal and professional development and education.
- Opportunities to enhance leadership skills.
- Opportunities for community involvement and relationships.
- Communications and networking opportunities across the corporation.

### Section 2.7: Dues

All National dues are currently funded from AT&T's Diversity and Inclusion organization.

### Section 2.8: Bylaws

2.8.1 The National Chief of Staff is responsible for maintaining and administrating the organization's Bylaws including the receipt and review of proposed bylaw changes and the presentation of such changes to the National Board for consideration. Responsibilities shall also include:

- A draft of the proposed amended document that will be forwarded to the National Board for their review and comment. A simple majority affirmative vote is needed to implement changes.
- Completion of the final document, which will be posted on the Ability website for use by National and Local Board members. In addition, a document should be included to identify changes made to the bylaws.
- The Ability National Board has the authority to amend the bylaws with prior notice and a two-thirds vote.

### Section 2.9: Resignation and Termination

2.9.1 Member and Associate Members can resign their membership at any time by withdrawing membership from the AT&T EG Website.

2.9.2. A Member-at-Large and/or Associate Member-at-Large

- Can resign their membership at any time by giving written notice to the National Chief of Staff.
- Resignation shall take effect at any time specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- Former Members-at-Large wishing to rejoin the Ability national organization, may do so by completing registration via this link\_ <http://ebiz.sbc.com/erg/default.cfm#/>.

2.9.3 Termination of an Individual Member

An individual's membership in Ability shall be terminated if:

- The member's actions and/or conduct are contrary to the by-laws, goals, and mission of Ability and/or other policies. A two-thirds majority of the members of the Ability National Board vote to terminate an individual's membership for good cause. The member shall be given enough notice to prepare a response. If the member does not respond within 14 calendar days, his or her membership shall be terminated.
- Any membership in Ability shall automatically terminated upon the member accepting employment or contract work with a competitor.
- Member resigns.



#### 2.9.4 Termination of a Local Officer

The Ability National Board at its discretion maintains the ability to remove a local officer for failure to perform duties, further designated as: Chief Executive Officer, Vice Chief Executive Officer, Chief of Staff, and Chief Financial Officer. Before action is taken, remediation will occur to try to resolve issues. If issues cannot be solved, or a mutually beneficial solution cannot be achieved, the above prescribed actions will occur.

#### 2.9.5 Termination of a Chapter

A chapter's membership in Ability shall be terminated if:

- Chapter resigns.
- Chapter lacks available leadership.
- The chapter's actions and/or conduct are contrary to the by-laws, goals and mission of Ability. A two-thirds majority of the members of Ability National Board vote to terminate a chapter's membership for good cause. The chapter shall be given sufficient notice to prepare a response. If the chapter does not respond within 14 calendar days, its membership shall be terminated.

National will retain the chapter funds and set aside for later developments or can be transferred to other chapters.

### *Article 3: Ability National Board*

The Ability National Board, henceforth known as the "National Board" guides the activities of Ability nationally and its local chapters.

#### **Section 3.1: Powers**

The National Board may exercise all powers requisite for the purposes of Ability, not inconsistent with these bylaws or with duly enacted resolutions of the membership. This includes, but is not limited to, the authority to prescribe the policies and procedures of Ability and to enact resolutions binding upon the officers, committees, members and staff of Ability. The National Board shall have the authority to contract human resources services and other special services as needed, on behalf of Ability and to specify their duties. Persons so employed need not be members of Ability and shall not be members of the National Board but may attend meetings of those bodies and have the privilege of the floor.

#### **Section 3.2: National Board**

The National Board members will serve one complete term (two years). The officers of the Ability National Board may not be elected more than twice, consecutively, to the same position for a total of two terms (four years). The term begins April 1<sup>st</sup> and ends on March 31<sup>st</sup>.

Example: The Chief Executive Officer may serve as the Chief Executive Office for one term, Year 1 and Year 2. They may be re-elected for Year three and Year four. They cannot be nominated for the Chief Executive Officer position for Year five and Year six. However, they can be nominated for Chief Financial Officer for Year five and Year six. Then, they may return and be nominated for the chief Executive Officer position for Year seven and Year eight.

National Board Members may hold no more than one leadership position within Ability at the same time.

The Ability National Board shall consist of:

- Chief Executive Officer
- Chief Operating Officer
- Chief of Staff/Secretary
- Chief Engagement Officer
- Chief Financial Officer
- Chief Marketing Officer
- Chief Technology Officer
- VP of Finance
- VP of Programs and Initiatives
- Parliamentarian

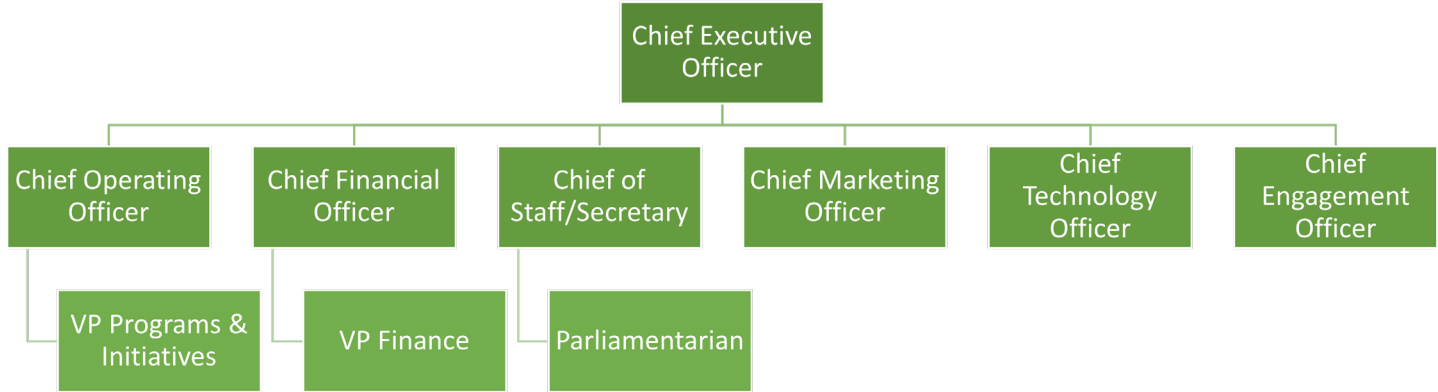


Figure 1 Ability Organizational Chart

### 3.2.1 Eligibility

Preferable candidates for Ability National Board elected positions include previous National Board members and/or leaders of an Ability Chapter. Candidates demonstrate eligibility of leadership in any of the following ways:

- Experience holding office on a local Chapter Board or National Board (must be confirmed by references).
- Having successfully chaired on a National or Chapter Committee (must be confirmed by references).
- Obtaining a letter of sponsorship from a current Ability National or Chapter Leader.

Candidates for the position of Chief Executive Officer, Chief Operating Officer or other Chief positions are required to have prior experience holding an officer position on a Chapter Board or National Board. Chapter and National Board positions held in other ERGs will be considered qualified prior experience. "Prior Experience" must be confirmed by references.

If there are no qualified candidates for an office, the current Ability National Board may nominate someone for that office. All nominated candidates must concur with their nomination prior to being added to the election ballot for one position only.

For vacant offices outside of an election period the Chief Executive Officer and Executive VP may appoint Directors and/or Co-Directors to keep the day to day operations proceeding. The Chief position will remain vacant until the next election period. Co-Directors will be automatically eligible to self-nominate for those Chief positions.

An ad-hoc election can be called when 3 or more leadership positions are vacant. National Board quorum (51% majority) is required.

### 3.2.2 Board Member Expectations

To maintain good standing the National board and local Chapter Board members are responsible for attending all board meetings and voting.

As well, board members cannot miss more than 3 consecutive board meetings. Missing 3 consecutive board meetings will result in a warning before moving to the motion of removal as board members.

### 3.2.3 Descriptions

#### **Chief Executive Officer – 30 Hours/Month**

- Official representative of Ability - primary point of contact between Ability, its regional leadership and other organizations and individuals at a national level and corporate leadership.
- Preside over all National Board meetings, leadership calls and annual events.
- Represent Ability at corporate events.
- When specifically authorized by the board, may sign contracts and enter legal obligations on behalf of Ability.
- Responsible for creating committees and appointing champions or leads for national initiatives, in consultation with the National board, to ensure the success of the organization.
- Responsible for providing leadership and direction while developing, managing, and implementing a strategic plan.
- Responsible for establishing meetings with corporate senior management.
- In conjunction with the members of the National Board, shall establish objectives and measurements for Board members.
- In conjunction with the members of the National Board, shall ensure compliance with the charter and bylaws of Ability.
- Must maintain 75% attendance at all Ability Board and Chapter Leader Meetings; sending a delegate is acceptable.

### **Chief Operating Officer – 25 Hours/Month**

- Works with the CHIEF EXECUTIVE OFFICER and Ability National Board to develop, implement and manage each year's programs and initiatives.
- Acts on behalf of the CHIEF EXECUTIVE OFFICER when that officer is unavailable.
- Assumes the role of CHIEF EXECUTIVE OFFICER in the absence of that officer.
- Must maintain 75% attendance at all Ability National Board Meetings. Sending a delegate is acceptable.
- Maintains connections and builds relationships with EGs.
- Reviews communication from EG's and sponsors.
- Build relationships with various public efforts.
- Develop cross-collaboration/partnership opportunities.
- Must maintain 75% attendance at all Ability National Board and Chapter Leader Meetings; sending a delegate is acceptable.

### **Chief of Staff/Secretary – 10 Hours/Month**

- Creates and maintains meeting invitations and agendas and hosts Ability National Board and Chapter Chief Executive Officer meetings.
- Takes minutes and records attendance at regular and special meetings of the Ability National Board and Chapter Chief Executive Officer.
- Ensures the minutes are published on a site accessible to all members of Ability.
- Maintain official records of the ERG and make these records available to all members upon approval of the Ability National Board.
- Shall maintain the organization's bylaws including the receipt and review of proposed bylaw changes and the presentation of such changes to the National Board for consideration, at any regular meeting. Any proposed amendments should be submitted in writing at the previous board meeting prior to a vote. A 2/3<sup>rd</sup> vote is needed to pass amendments.
- Manages participation at the annual Leadership Academy, ERG Conference and other events.
- Shall organize an elections committee each term, made up of at least one representative from each chapter, who is not running for a National Board position.
- Must maintain 75% attendance at all Ability National Board Meetings; sending a delegate is acceptable.

### **Chief Financial Officer – 10 Hours/Month**

- Maintains a record of financial transactions, including tax filings.
- Forecasts, prepares, and negotiates budgets, and reports on budget status.
- Opens bank account(s) as authorized by the Ability National Board, jointly with the Chief Executive Officer or other designated officer.
- Expends funds as authorized by the Ability National Board.
- Presides over regular and special meetings when the Chief Executive Officer and Chief Operating Officer are not present.
- Assumes the role of Chief Operating Officer in the absence of that officer.
- Assumes the role of Chief Executive Officer in the absence of both the Chief Executive Officer and Chief Operating Officer.
- Oversight of Local Chapter Funds.
- Maintains a current and detailed financial policy for members and chapters to follow and stores this policy in a prominent place for all by all.
- Must maintain 75% attendance at all Ability National Board Meetings; sending a delegate is acceptable.

### **Chief Engagement Officer – 20 Hours/Month**

- Serves as main Chapter liaison.
- Assists and guides chapters on chapter development and growth, operating procedures and chapter business.
- Leads development of processes to encourage, initiate and maintain chapter interaction with each other and with the Ability National Board.
- Develops programs and processes to grow and retain membership across the ERG.
- Works with Chief Marketing Officer to keep Chapters informed of goals, policies, direction, and activities.
- May organize local or virtual events to promote recruitment and engagement of members.
- Must maintain 75% attendance at all Ability National Board and Chapter Leader Meetings; sending a delegate is acceptable.

### **Chief Marketing Officer – 20 Hours/Month**

- Knowledgeable on corporate communications policies and processes, email and branding policies and Employee Resource Group guidelines.
- Leader of various Directors appointed to focus areas mentioned below.
- Manage external website ([www.abilityerg.org](http://www.abilityerg.org)) ensuring content is kept up to date and refreshing content when applicable.
- Manage internal Ability mailbox: monitor incoming messages daily and respond/redirect inquiries.
- Owns community relations, external liaison, and outreach communication.
- Works with Ability National Board to carry out branding and marketing goals for ERG.
- Creates and maintains ERG “calendar of events” on tSpace. This requires collaboration and coordination with Diversity & Inclusion team, various Business Unit D&I teams, Corp Comm and External Comms PR teams.
- Trains Chapters on entering and maintaining their own data.
- Regularly polls Chapters and Ability National Board for content to create and publish monthly newsletters sent to members.
- Social Media – External and Internal: LinkedIn, Instagram, Facebook, and Twitter as well as The Insider. Owns tSpace creation, updates and management. Works with Webmaster to update and maintain external web page.
- Must maintain 75% attendance at all Ability Board Meetings. Sending a delegate is acceptable.

### **Chief Technology Officer – 15 Hours/Month**

- This position will oversee the data, systems, and information technology that drive it, which is vital in the fulfillment of the strategic plan and goals. This work will aid in advancing the strategic objectives Ability.
- Evaluates new ways to help the organization grow from how technology is used while focusing on the qualitative and quantitative “return on investment” created by designated teams/departments and holds them accountable for achieving agreed upon goals.
- Responsible for using various information technology tools to support Ability applications and provide various data as needed.
- Serves as the national point of contact for all technology related issues that need to be resolved for future growth of the organization.
- Oversees all programming and coding related activities required to meet the needs of the organization.
- Knowledge and experience in the digital realm that enables the CTO to work with the leadership team of Ability that is leading the digital work efforts.
- Experience in integrating disparate systems and architectures into a cohesive enterprise architecture and information management infrastructure.
- Must maintain 75% attendance at all Ability National Board meetings. Sending a delegate is acceptable.

### **Vice President of Finance – 15 Hours/Month**

- Reports to Chief Financial Officer.
- Highly creative and entrepreneurial individual who is a strategic thinker and a strong fundraiser with a passion for connecting people with a mission and its programs.
- Responsible for overseeing any fundraising activities.
- Also works with the CFO to research and implement Employee Giving opportunities (i.e. Charity Rewards).
- Develops relationships for external fundraising opportunities.
- Provides a Monthly Ability National Board Fundraising Report.
- Maintains the end-to-end process of Ability's Scholarship Program and its longevity through fundraising endeavors, and execution of delivery of charitable funds to identified winners and their universities.
- Must maintain 75% attendance at all Ability Board meetings.

### **Vice President of Programs and Initiatives – 15 hours/month**

- Reports to Chief Operating Officer
- Responsible for creating and managing events primarily for the members
- Ensuring programs are aligned with Ability National Board strategy and focus
- Oversee, organize and schedule all national Ability programs and serve as a resource for chapter and region level programs
- Partner with the Chief Marketing Officer to ensure communications of upcoming events and opportunities go through the appropriate channels and social media in a timely manner
- Track and maintain records and reports reflecting participation/impact metrics as necessary
- Collaborates with other Employee Groups and other employee and professional associations
- Must maintain 75% attendance at all Ability National Board and Chapter Leader Meetings. Sending a delegate is acceptable

### **Parliamentarian – 15 hours/month**

- Reports to Chief of Staff/Secretary
- Shall guide the organization in correct parliamentary procedures.
- Shall be familiar with and adhere to Robert's Rules of Order, Newly Revised.
- Advise the CHIEF EXECUTIVE OFFICER on parliamentary rules.
- Assists in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings
- Must maintain 75% attendance at all Ability National Board Meetings. Sending a delegate is acceptable

### **Non-elected/appointed role and role description:**

#### **Director – 15 Hours/Month**

- Appointed by Ability National Board but is not a part of the Ability National Board.
- Potential succession role for Vice Chief Executive Officer positions
- Responsibilities might include focus on a specific program or area within leadership priorities



### 3.2.4 Outgoing National Board members

Outgoing National Board members will remain in a non-voting consultative role to the oncoming National Board until October 1<sup>st</sup> of the year following the election and will transition to the Non-Executive Advisory Board.

### Section 3.3 Non-Executive Advisory Board

The Board of Directors are previous National Board members who serve in an advisory role to the National Board. The Board of Directors responsibilities include being available to the National Board and advising in areas and providing input as needed. Exiting National Board members that remained engaged through the completion of their term (as agreed upon by board members approaching their 2nd year) are invited to serve in this advisory role.

### Section 3.4 Executive Sponsors

- Chief Executive Officer and Chief Operating Officer will meet with them throughout the year to provide operations review and goals progress.
- Advises the Ability National Board.
- Champions the mission of Ability within the company and the community.
- Must be members of Ability.

### Section 3.5 Board Committees

A Board Committee may be established with persons who have skills and experience of value to Ability. A Board Committee is comprised of a minimum of three people to include the board chair and two other members.

### Section 3.6 Termination of an Ability National Board Member

“Officer,” for the purpose of this Article, shall include National and Chapter Board Members, National Program Directors, Advisory Board members and Executive Sponsors. An officer’s position shall be terminated if:

- Officer resigns. Any officer may resign at any time by giving written notice to the Chief Executive Officer. The resigning officer will not be permitted to run for office the year following their resignation.
- Officer ceases to be a member of Ability.
- Two-thirds of all the members of Ability National Board vote to remove an officer for good cause. The officer shall be given sufficient notice to prepare a defense. If the officer does not respond within 14 calendar days, his or her office shall be terminated. Examples of issues that could cause termination of a board position include conflict of interest, lack of professionalism, uncivil behavior, lack of interest and/or participation.
- If the employee retires during their unfinished term, the Board will appoint a replacement to complete the term vacated by the retiree.

## ARTICLE 4. ELECTIONS

This is an Ability National Board committee established on an as needed basis.

Position	Even year	Odd year
Chief Executive Officer	X	
Chief Operating Officer	X	
Chief of Staff/Secretary	X	
Chief Financial Officer	X	
Chief Engagement Officer		X
Chief Marketing Officer		X
Chief Technology Officer		X
Vice President of Finance	X	
Vice President Programs & Initiatives		X
Parliamentarian		X

### Section 4.1 National Board Nominations

- The National Board shall solicit nominations from members for consideration.
- Interested candidates fill out the nomination form for the role in which they are pursuing.
- Candidate must review and agree to the minimum time commitments of the position and have spoken to the supervisor regarding the role.
- The existing National Board receives the nominations and should vet candidates to be eligible for the National Board based on the nomination form. Candidates can be disqualified with a simple majority vote of the entire National Board based on the candidate's experience, skillset, and past Ability performance.
- A nominated individual is deemed elected to an office if they receive a simple majority vote.
- If no candidate receives a majority vote for an office, a runoff election of the two candidates receiving the most votes for that office will be held.
- If no votes are received for an officer nomination, the nomination process for that office will be reopened.
- Officers shall assume office within thirty days of their election.
- Any individual interested in running for an elected position on the Ability National Board as an officer must not be an elected officer of any other National Employee Resource Group. Exceptions will only be made by a simple majority vote of the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer.

### Section 4.2 Vacancies of Offices

In the event of a vacancy of the Chief Executive Officer or Chief Operating Officer, the National Board with a simple majority (51%) shall appoint an interim Chief Executive Officer or Chief Operating Officer to complete the remaining term of the Chief Executive Officer or Chief Operating Officer. All other positions will remain vacant until the next election period. An ad-hoc election can be called when 3 or more leadership positions are vacant.

## ARTICLE 5. FINANCES

### Section 5.1 Fiscal Year

The Ability fiscal year shall commence on January 1 of each year and end on December 31.

### Section 5.2 Financial Reports and Audits

Ability shall keep accurate and complete books and records of accounts using generally accepted accounting principles. All expenditures are authorized through the budget process or approved during monthly Ability National Board meetings. The Chief Financial Officer will be responsible for recording each deposit or expenditure, its purpose, and assigned accounting code in the check ledger. The Chief Financial Officer will be responsible for providing a financial status of the national organization each month to the Ability National Board; this information will be documented in the monthly meeting minutes. The Chief Financial Officer will be responsible for maintaining a current and detailed Finance Policy for members and chapters to follow and store it in a prominent place for access by all.

The Chief Financial Officer will deposit all funds in a timely manner and will report the funding amount to the Ability National Board. Because the national organization and its chapters operate using one EIN, the Chief Financial Officer will be responsible for preparing any state and federal tax filings for the entire organization. He/she will also be responsible for the annual renewal of the incorporation.

As needed and with budget approval, the Chief Financial Officer may contract with a certified public accountant to prepare the tax filings and a formal financial report for the organization. The Chief Financial Officer will be responsible for maintaining monthly bank statements and check ledger data.

### Section 5.3 Gifts

The National Board can give recognition and award gifts for speakers and members as appropriate. Funds can be allocated to recognize specific contributions made to Ability by an individual or partner organization. Funds cannot exceed \$100 per individual gift and require the approval of the National Chief Financial Officer.

### Section 5.4 Budgets

Each Ability National Board member is required to follow the expense approval processes prior to the spend as explained in the by-laws and is expected to operate within the limits of the approved budget. The National Chief Financial Officer will use the approved budget as the basis for reimbursement of expenditures.

**Local Chapter Budgets.** The current budget should be checked any time there is a request from someone to obtain any money. If the request is planned in the current budget, the chapter's Treasurer needs to confirm the request is within the agreed-upon expense amount. If not, then it needs to be considered an update. If it is within the budget and expense amount, the person requesting funds needs to complete and submit a voucher for processing to the local chapter if the request is in a local chapter budget. The chapter's Treasurer needs to review the request, budget, and vouchers, ensure all

back-up documentation is available and if they match, the local chapter Treasurer or president will request approval of the voucher by the President or Vice President if the request is for the President. Then the approved voucher and applicable documentation or receipts are forwarded to the National Chief Financial Officer for processing. File a paper copy and scan and save an electronic copy for official records. Ten business days should be planned for the processing timeframe once the National Chief Financial Officer has received the approved voucher.

**National Board Budget.** The current budget should be checked any time there is a request from someone to obtain any money. If the request is planned in the current budget, the National Chief Financial Officer needs to confirm the request is within the agreed-upon expense amount. If not, then it needs to be considered as an update. If it is within the budget and expense amount, the person requesting funds needs to complete and submit a voucher for processing to the National Chief Financial Officer. The National Chief Financial Officer needs to review the request, budget, and voucher, ensure all back-up documentation is available and if they match the Chief Financial Officer will request approval of the voucher by the Chief Executive Officer or Chief Operating Officer if the request is for the Chief Executive Officer. Then process the request, file a paper copy, and scan and save an electronic copy for official records. Ten business days should be planned for the processing timeframe once the National Chief Financial Officer has received the approved Voucher.

### Section 5.5 Funding and Fundraising

Ability shall be funded by contributions, grants, sponsorships, and fundraising. Ability members can donate on a voluntary basis to Ability.

The Ability National Board and local chapters may engage in fundraising activities that support the purpose of Ability. They shall not sponsor fundraising efforts that financially benefit individual members or their family members, except for the Ability national scholarship. Please note that fundraising activities that involve gambling and/or raffles are prohibited.

### Section 5.6 Contributions

At the jurisdiction of the Ability National Board, excess funds of the Ability National organization may be donated to other 501©(3) charitable organizations. The chosen organization(s) must exhibit in letter and spirit, consistency with the Ability goals.

### Section 5.7 Monetary Transactions and Reports

The National Chief Financial Officer shall keep a record of all transactions and be prepared to present a report to the Ability National Board and Ability at all meetings.

## ARTICLE 6. MEETINGS

### Section 6.1 General Information

- Notices, Meetings, Petitions, Votes, Etc. Whenever these Bylaws call for a notice to be given, a meeting to be held, a petition that can be made, a vote to be taken, etc., it may be done in person or by proxy; by telephone, signing, paper, or email or in any other way to accommodate the needs of individuals with disabilities. Members may participate and vote at a virtual meeting at a time convenient for them; that is, they do not necessarily all have to do so at the same time.
- Authority. Robert's Rules of Order (most recently revised edition) shall be the parliamentary authority at meetings.
- Quorum. Official business of Ability National Board and/or Ability shall be transacted at a meeting only if a quorum of members is present. A quorum shall consist of a majority of the board members as of the date of the meeting. If the quorum requirement is not met the vote will be postponed.
- Proxy Voting. Proxy voting shall be allowed at meetings. Any proxy to be recognized must be submitted to the chairperson before or at the commencement of any meeting. The chairperson shall announce proxies at the start of the meeting but shall not tell how they voted.

### Section 6.2 Meetings of Ability National Board

- The Ability National Board is comprised by elected Officers; the members appointed to the Ability National Board.
- Regular meetings shall be called by the National Chief Executive Officer as deemed necessary, monthly if possible, with a minimum of ten meetings per year.
- Special meetings shall be called by the National Chief Executive Officer as deemed necessary or at the written request of any two members of Ability National Board. If requested by members, the National Chief Executive Officer shall schedule the meeting as soon as possible but within two weeks if possible. Members shall be notified of the reason for the special meeting, and no business other than the reason for the special meeting may be transacted.

## *ARTICLE 7. COMMITTEES AND PROGRAMS*

Ability National Board shall establish committees to develop programs including, but not limited to, those listed here. Those who serve on committees are required to be active members or retiree members.

### *Section 7.1 Conference Committee*

This committee shall plan Ability members' participation and presence at the annual Employee Group conference. If the annual EG conference is not held, the Ability Conference committee may be called upon to produce an event.

### *Section 7.2 Finance Committee*

The role of the finance committee is primarily to provide financial oversight for the organization.

- The Finance Committee shall meet at least twice a year and is chaired by the Chief Executive Officer and attended by the Chief Financial Officer and at least one Board Member.
- The Chief Financial Officer shall provide the Committee with the Balance Sheet, IRS 990 Form, and listing of deposits and withdrawals for review.
- The Committee should understand that the role is to:
  - maintain the organization status as 501(c)3 and Public Charity
  - Shall submit all timely tax reporting and filings
  - Develop an annual operating budget with staff
  - Approve the budget within the finance committee
  - Monitor adherence to the budget

## *ARTICLE 8. LIMITATIONS AND DISSOLUTION*

### Limitation:

- Not for Profit. Ability is not organized for profit. No part of its income shall inure to the benefit of, or be distributable to, its members, officers, board members, or any other private individuals.
- Reasonable Expenses and Compensation. Ability shall be authorized and empowered by a majority vote of the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, to reimburse individuals for reasonable out-of-pocket expenses and to pay reasonable compensation for services rendered on behalf of Ability, and to make reasonable payments and distributions in furtherance of its goals.
- Limitation. Affiliation of Ability with any other group shall require approval by a majority vote of all members of Ability National Board.
- No Political Action. Ability shall not carry-on propaganda or otherwise attempt to influence legislation, and it shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- No Unreasonable Amounts of Money. Ability shall not accumulate unreasonable amounts of money to carry out its goals.

## ARTICLE 9. TEMPLATES

All templates can be found on Ability's tSpace page.

- **Inventory tracking.** This is the inventory tracking template to use to capture items purchased for resale or promotions. It is updated as necessary.
- **Project Plan Template.** This is the basic planning template for any event whether it is a fundraiser or project. Additional information may be provided to ensure the successful planning of any given activity. A project plan is a requirement when submitting for Restricted D&I funds before funds will be approved.
- **Chapter Tracker.** This template is used to collect the list of program activities and projects from each local chapter to report their volunteer hours to throughout the year. These items should also align with content in Project Plans and the current budget.
- **Photo Release Form.** At all Ability events a photo release form is required for anyone in a photo. Without a photo release, a photo is not to be used in any website, tSpace, Facebook, Instagram, social media application, etc. without exception. Extra caution should be used at hospitals, senior centers, nursing homes, etc. given the person in the photo may have granted someone else power of attorney and therefore their signature is not acceptable. Additional caution is to be used when anyone under the age of 18 is taken given there may be issues with a parent who did not sign the photo release. If in doubt, please reach out to a National Board Officer for confirmation if a photo may be used. We will reach out for legal clarification if required to be able to respond.
- **Elevator Speech.** This is a one-minute speech known as an Elevator Speech to explain to someone what Ability is and what we offer as an ERG. We recommend you include a sentence or testimonial on why you personally joined Ability or what you are getting out of Ability when at a Meet and Greet, a membership drive activity, or to explain to anyone who we are and what we bring to our communities.



## *ARTICLE 10 LISTING OF AMENDMENTS*

### Section 10.1 Amendments Approved 2017

- Article 1-6, 8, 11 updated
- New Section 9F: Established a Finance Committee
- New Section 9G: Established an ABILITY Historical Committee
- Deleted Section 12

### Section 10.2 Amendments Approved January 2020

- Added Acronyms and Definitions
- Updated Articles 1-9
- New: Article 10. Listing of Amendments

### Section 10.3 Amendments Approved October 2020

- Deleted Acronyms and Definitions
- Updated Articles 1-10

### Section 10.4 Amendments Approved February 2022

- Article 1, 3, 5, 7-8 updated

### **End of By-laws**

**Dated: February 13, 2024**

**Submitted by: Crystal Baker**