

Community NETWORK **Bylaws**

Adopted
October 2006

Amended October 25, 2007

Governance Committee

Bob Alex
Dana Knight
Korling Duren
Beverly Coleman
Claudia Maddox
Shelia Duncan
Sandy Thomas

ARTICLE I -- NAME

1.1 NAME

Community NETWORK – African American Telecommunication Professionals of AT&T herein referred to as: “*The Organization*”

1.2 ADDRESS

P.O. Box 470499, Los Angeles, California 90047

The principal office for the transaction of the business of the National shall be situated in the county of Los Angeles, State of California or at such location as shall be fixed from time to time by the Board of Directors (hereafter referred to as Board).

ARTICLE II -- PURPOSE and MISSION

2.1 PURPOSE

The purposes of this organization shall be:

1. To encourage and facilitate personal, educational, economic, professional and cultural growth of African American and other employees of AT&T, Inc and/or its Subsidiaries (hereafter collectively referred to as “AT&T”.)
2. To assist public and community organizations in the African American and other communities.
3. To assist the African American and other persons in employment opportunities and development.

To have and exercise all rights and powers conferred on Nonprofit Corporations under the laws of California. Including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

2.2 MISSION

The mission of the organization shall be:

1. To develop and enhance the role and position of African American and other employees with AT&T and/or subsidiaries.
2. To be resourceful, promote unity and enhance the strength of each chapter.
3. To promote exchange and support among chapters including joint ventures and multi-chapter participation in activities.
4. To develop and maintain a working relationship with all personnel of AT&T and/or its subsidiaries.
5. To address issues and concerns of African American employees of AT&T.

ARTICLE III -- MEMBERSHIP AND DUES

3.1 ELIGIBILITYLocal Chapters

1. The minimum number of members to form a local chapter shall be 10 members. The 10 members should:
 - a. be able to construct a local board
 - b. form bylaws that are in compliance with the national bylaws, within a designated period of time.
 - c. have enough members within the appropriate membership types (see below) to hold offices, vote, etc.

2. A geographic jurisdiction will be utilized when forming a new chapter.
3. In those areas where there are presently duplicate chapters, the decision to merge or dissolve will be left up to the local chapters in question to decide.
4. If *The Organization* has an "interest group" or chapter not yet formed and there is a local chapter within geographic jurisdiction, then that interest group shall join the existing local chapter in that area.
5. "At-large" membership is granted to an individual where there is no geographical jurisdiction of a local chapter.

3.2 FISCAL YEAR

All chapters and National would use calendar year for the fiscal year. Fiscal year defined as January 1st to December 31st.

3.3 MEMBERSHIP TYPES

1. Regular Member - A current employee of AT&T (and/or its subsidiaries) shall be eligible for membership as a Regular Member. This person shall have paid dues to a local chapter and be a financial member in good standing per the local chapter bylaws.
2. Associate Member - This category is open to former employees of AT&T and it's wholly owned subsidiaries (as distinct from retirees) so long as they do not work for a competitor or engage in a competing business in any fashion. This category is also open to members of a current employee's or retiree's immediate family or household. The Associate member shall pay dues to a local chapter and be a member in good standing per the local chapter bylaws. NOTE: This person shall NOT hold a National, Regional or Local office and are NOT eligible to vote on National or Regional issues, but they may chair and participate on local committees and vote on local issues. Persons in this category are excluded from having access to any company proprietary information that is shared with members in connection with any joint company/Employee Resource Groups (ERG) projects or initiatives.
3. At-Large Member - A current or retired employee of AT&T (and/or its subsidiaries) who is not currently employed by a real or perceived competitor of AT&T (and/or its subsidiaries), shall be eligible for membership as an At-Large Member if their work location (residence in case of a retired employee) is not within a geographic jurisdiction of an established chapter. This person shall pay annual dues to the National Membership Committee in an amount set by the Board of Directors. This amount may include a service fee.
4. Retired Member - A retired employee of AT&T (and/or its subsidiaries) who is not currently employed by a real or perceived competitor of AT&T (and/or its subsidiaries), shall be eligible for membership as a Retired Member. This person shall have paid dues to a local chapter and be a financial member in good standing per the local chapter bylaws. Retired members are eligible to vote for local, region specific Regional Directors, national officers, and may hold local chapter offices except those defined as Executive Officers. "Retired" designation qualifies Retired Members to ERG membership regardless of later employment, and is nullified only through employment with competitor. In limited circumstances, the provision that a chapter executive officer position may not be held by a retiree may be waived for a specific period of time by approval of the National Executive Board upon recommendation of the Regional Directors.
5. Honorary Member - *The Organization* may refer to honorary status as persons associated with the organization and recognized to have special status even though those persons are non-voting members as set forth within these bylaws.

3.4 VOTING RIGHTS

1. Eligibility to Vote

- a. Regular Members, Retired Members, and At-Large Members shall have the right to vote, as set forth in these bylaws for election of Officers, the disposition of all or substantially all of the organization's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the organization.
- b. In addition, these members shall have all rights afforded under the California Nonprofit Public Benefit Corporation Law.
- c. Associate Members, are individuals other than current or retired AT&T (and/or its subsidiaries) employees who believe in the precepts of this organization. An associate member may not hold national office; make motions, vote, nor chair National Committees.

2. Manner of casting Votes

Voting may be by voice or ballot, except that any election must be by ballot if demanded by any member at the meeting before the voting begins. Ballots may be cast by paper or by the use of electronic media.

3. Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

4. Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the eligible members present and voting shall be the act of the members. Unless the vote of a greater number, is required by the California Nonprofit Public Benefit Corporation Law or by the Article of Incorporation.

3.5 DUES, FEES, and ASSESSMENTS

1. All National dues will be consistent and equal. Local dues will be set by each chapter's board of directors.
 - a. A National head tax will be assessed annually. Head tax will be based on prior EOY membership count.
2. Each chapter must pay, within the time frame and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board with membership approval. All Chapter dues to the National will be paid no later than ninety (90) days following the first day of the organization's fiscal year.

3.6 GOOD STANDING

Those chapters who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be chapters in good standing.

3.7 JOB RELOCATION

Members, whose annual dues have been paid to the National through their chapter or have been paid directly to the National as an At-large member and are being relocated because of their job to a different geography area, shall have all rights and privileges permitted to them in the new area, for the remainder of the year for which National dues were submitted. At-large members who relocate to an area where a local chapter exists shall become members through the local chapter in subsequent years.

ARTICLE IV -- STRUCTURE AND OPERATIONS /OFFICERS

4.1 GENERAL

The Organization shall be comprised of chapters, made up of members, and shall be governed and operated by the national and local officers, standing committees and the National Board of Directors. The National Board of Directors may adopt rules of procedure and operating policies that are not inconsistent with these bylaws.

4.2 CHAPTERS

Chapters are the basic organizational units of *The Organization*. Membership in *The Organization* is normally through admission in a chapter. The qualifications for membership in a chapter are the same as those for membership in *The Organization*. Chapters of *The Organization* shall be (1) those in existence at the effective date of these bylaws and (2) groups that shall qualify for admission as provided in Section 4.3.

1. The National Board of Directors shall approve the admission of new chapters, organize the chapters by regions, and specify the jurisdiction of regions and chapters.

2. Chapter Formation

A chapter may be formed when a group of 10 or more persons have qualified as members of *The Organization* and they have completed the requirements for chapter formation. Each chapter shall adopt bylaws that are consistent with these bylaws of *The Organization* and approved by the National Board of Directors. Each chapter shall elect as officers a president, one or more vice presidents, a secretary, and a treasurer who shall have the usual duties of those offices as indicated in Section 6.1.

3. Chapter Dues

Each chapter shall determine local membership dues, in an amount and in a manner consistent with policy outlined in Section 3.5 and with guidelines that the National Board of Directors may prescribe.

4.3 REGIONS

1. The chapters of *The Organization* shall be organized into four regions as specified by the National Board of Directors. Chapters shall be organized on a city basis, within the same state within a geographical location, or any region within a state. Locals follow national structure.

2. Jurisdiction

The jurisdiction of the regions shall be specified by the National Board of Directors.

3. Regional Councils

Regional Councils shall be organized in each region and its membership shall consist of each chapter president within the region and two (2) Regional Directors elected by that region. Regional programs shall be supervised and financially funded by the Regional Council.

The Regional Directors shall serve as chair and vice-chair based on seniority in their current term of office as Regional Director.

Regional Alignment

Region	States
Southeastern	Alabama
	Georgia
	Florida
	Kentucky
	Louisiana
	Tennessee
	Mississippi
	North Carolina
	South Carolina
Northeastern	Connecticut
	Illinois
	Indiana
	Michigan
	Minnesota
	Maryland
	New Jersey
	New York
	Washington, D.C.
	Virginia
	Ohio
	Wisconsin
Southwestern	Arkansas
	Kansas
	Missouri
	Oklahoma
	Texas
Western	California
	Colorado

4.4 ELECTED NATIONAL OFFICERS AND REGIONAL DIRECTORS

The national executive board will consist of 18 board members with voting rights and one appointed position.

4.4.1 ELECTED

National President
National Executive Vice President
National Secretary
National Treasurer
National Financial Secretary
National Vice President of Membership
National Vice President of Public Relations
National Vice President of Professional Development
National Vice President of Economic Development
Southwestern Directors (2)
Northeastern Directors (2)
Southeastern Directors (2)
Western Directors (2)

4.4.2 APPOINTED

There will be a National Parliamentarian recommended by the National President and approved by the National Board of Directors. This appointed board member shall have voting rights.

The national executive board role definitions are found in Article VI of this document.

4.4.3 Executive Officers

The Executive Officers of this organization (at the National and Chapter levels) shall be:

National President / Chapter President

National Executive Vice President / Chapter 1st Vice President

National Secretary / Chapter Secretary

National Treasurer / Chapter Treasurer

4.5 ADVISORY BOARD

1. Purpose

The Advisory Board shall advise the National Board of Directors on issues that are strategic to the mission of *The Organization*. *The Organization* National Board of Directors shall not be bound by any vote of the Advisory Board.

2. Composition

The Advisory Board shall consist of members who support the goals and objectives of the organization and have been asked to serve as volunteers in this capacity. Members of the Advisory Board may not simultaneously hold an office on *The Organization* National Board of Directors with the exception of the President of *The Organization*.

4.6 ELECTION OF THE NOMINATING COMMITTEE

1. The Board shall solicit nominations for the Nominating committee in the even numbered years.
 - a. Nominating Committee members shall be elected during *odd numbered years*
 - b. The Nominating Committee shall select its chairperson; once elected the Chairman shall be a member of the Board of Directors. This person will NOT have voting rights during National Board of directors meeting.
 - c. No voting member of the Board shall be a member or candidate for the Nominating committee.
 - d. No nominating committee member shall be slated for elected position on the Board of Directors
 - e. Nominating Committee members shall serve a term of two years.
 - f. Nominating committee members may not serve consecutive terms on the committee.
2. Responsibilities of the Nominating Committee
 - a. shall investigate, seek and propose a slate of National Officers (see Article VI for a full list and description of each) to the body for the future elections
 - b. shall consist of five (5) regular, retired or at-large members of the organization.
 - c. shall present the slate of National officers at least *120 days* before the date of any election of officers
 - d. shall make its report *at least sixty days* prior to the date of the election or at such other time as the National Board may set
 - e. shall officiate over the election process
 - f. shall investigate, seek and propose a slate of persons to replace them as the Nominating Committee to the board *by December 31st of the even numbered years*

The Nominating Committee shall forward to each member of the organization with the notice of the annual meeting required by these bylaws, a slate of all candidates nominated by the committee under this section. The slate shall be introduced to the organization at the annual meeting.

3. Nominations from the Floor

If there is a meeting of members to present the slate of officers, any regular, retired or at-large member present at the meeting in person or by proxy may place a name in nomination. Any regular, retired or at-large member on record may nominate candidates for any office of the organization. Notice of any meeting of the general membership to present the slate of officers shall be given not less than thirty (30) days before the date of the meeting.

4. Profile and Solicitation of votes

- a. Each candidate shall submit to the Nominating Committee, along with the nominations form, a biographical sketch stating his/her qualifications for the positions sought. The biography should include name, work location, and current job position. This profile should state relevant experiences and accomplishments the candidate brings to the position sought.
- b. The Nominating Committee, with the approval of the National Board, shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

4.7 TERM OF OFFICE

1. National Positions and Terms of Office

The National Board of Directors (NBOD) is composed of 17 members elected and one appointed member to the following positions, each serving for the specified period of time.

The following officer's positions are elected to two (2) year terms beginning January 1, of the year for which they are elected and ending December 31, of the following year:

- President
- Executive Vice President
- Secretary
- Treasurer
- Financial Secretary

The following *Board of Directors* positions are elected to two (2) year terms beginning January 1, of the first year for which they are elected and ending December 31st, of the following year:

- National Vice President of Membership 1
- National Vice President of Public Relations 2
- National Vice President of Professional Development 1
- National Vice President of Economic Development 2
- Southeastern Region Director Position 1
- Southeastern Region Director Position 2
- Southwestern Region Director Position 1
- Southwestern Region Director Position 2
- Northeastern Region Director Position 1
- Northeastern Region Director Position 2
- Western Region Director Position 1
- Western Region Director Position 2

The following positions of the *National Board of Directors (NBOD)* positions are staggered so that each of the *National Vice Presidents Positions 1 & Regional Director Positions 1*, are elected in the same year and each of the *National Vice Presidents Positions 2 & Regional Director Positions 2*, are elected in the same year. This ensures leadership continuity at the National Board of Directors (NBOD).

For the first year of elections, the Regional Directors from each region receiving the highest number of votes shall serve a two year term. The remaining Regional Directors shall serve a one year term. Thereafter, National officers in the same officer positions shall serve a two year term and a maximum of two consecutive two year terms, if reelected.

4.8 TERM OF NOMINATING COMMITTEE

Term of office for the Nominating Committee shall be two years. The term will commence immediately upon announcement of the election results.

4.9 ELIGIBILITY TO VOTE

1. Regular Members, At-Large Members, and Retired Members shall have the right to vote, as set forth in these bylaws. In addition, these members shall have all rights afforded under the California Nonprofit Public Benefit Corporation Law:

<http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20>).

2. Those chapters who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be chapters in good standing. Chapter membership rosters shall be submitted to the National Vice President of Membership and reported to the National Secretary on or before *ninety (90)* days prior to an election. The most recent membership list as documented by the National Vice President of Membership shall be considered the voting strength of the organization and used to determine those eligible to vote.
3. An Associate or an Honorary member
 - a. shall not hold a national office, make motions, vote at National Conferences, nor chair National Committees, but
 - b. may serve on local chapter committees and vote in local chapter committee meetings.

4.10 MANNER OF CASTING VOTES

Voting shall be by ballot. The manner of casting ballots shall be determined by the Nominating Committee with the approval of the Board.

4.11 ELECTION OF NATIONAL OFFICERS

The elected Executive Officers shall be elected by a majority of the votes cast by the financial members in good standing, except that the *Regional Directors* shall be elected by a majority of the votes cast by the financial members in good standing in the region they are to represent.

4.12 CONTESTING ELECTION RESULTS

Any candidate for office having reason to contest an election may do so in writing within ten (10) days of the publishing of the election results. Such contest will state the specific reasons for the protest and the resolution the candidate desires. This protest is sent to the *Chairperson of the Audit Committee*. The *Chairperson of the Audit Committee* notifies the Board of the contest and calls a special meeting of at least half of the Board to determine resolution of the contest. The *Chairman of the Audit Committee* notifies the originator of the decision of the Board within ten (10) days of receipt of the contest. The decision of the Board is final. The Board reserves the right to review and reverse its decision concerning a protest provided additional new information is provided.

4.13 COMMITTEE CHAIRS

Committee Chairs shall be nominated by the President of *The Organization* and upon approval of the National Board of Directors, shall be appointed and serve a term concurrent with that of the president.

4.14 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

The National Board of Directors shall be responsible for the operation of the nominations and elections processes in accordance with the provisions of these bylaws.

1. Guidelines for Accepting Nominations

No person shall hold more than one Executive Office (Chapter or National) simultaneously.

2. Guidelines for Installing Officers

The Oath of Office must be administered before the official can act as an officer of *The Organization*.

3. Chapter Officers

The chapter officers shall be elected by the members of their respective chapters in accordance with their chapter bylaws,

4. Chapter Elections

Chapter elections shall be held during a time specified by the Local Chapter bylaws. All chapter elections shall be completed by October 1. Officer's terms shall begin on January 1 of the next year.

5. Elections Reports

Each chapter Elections Committee shall issue a report of the results of the chapter elections to the National Board of Directors, Regional Council and all candidates for office within fourteen (14) days after the close of the election.

4.15 VACANCIES

If the office of a Board Member shall for any cause becomes vacant, the National Board of Directors may appoint a qualified member to complete the unexpired portion of the term "*with the exception of the President (see section 6.1.3)*". If a vacancy occurs in any of its committees the Board shall designate a qualified member to fill the vacancy.

ARTICLE V -- MEETINGS

5.1 MEETINGS OF THE ORGANIZATION - GENERAL MEMBERSHIP

1. Regular Meetings

There shall be one regular annual meeting of *The Organization* on a date and place to be designated by the National Board of Directors. This meeting shall also be known as the Annual Meeting and held at the location of and in conjunction with the National Conference.

2. Special Meetings

The President shall call special meetings of *The Organization* when requested by the National Board of Directors or upon the written request of at least one-third (1/3) of the general members of *The Organization*. Special meetings of *The Organization* shall be held at special places designated by the National Board of Directors. No business shall be transacted at a special meeting of *The Organization* other than that for which the meeting has been convened.

3. Notice of Meetings

Notice of the regular meetings of *The Organization* shall be mailed to each member of *The Organization* at their specified mailing address as shown on the official records of *The Organization*, at least sixty (60) days before the date of the meeting. Special meetings shall require at least thirty (30) days written notification in the same manner as regular meetings are notified.

4. Meetings -- Quorum

A simple majority of those who are present as long as they represent the majority of the chapters in *The Organization* shall constitute a quorum. The number of chapters in the organization shall be the number of chapters which have paid all dues, fees, and assessments to the National as required. The National Director-Membership and/or the National Treasurer shall maintain membership documentation.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum. Any action taken (other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

5. Resolution of the Membership by Ballot

The President of *The Organization* may be directed to submit any matter to the entire membership for a vote or a canvas by (1) a majority of the National Board of Directors, assembled at a duly called meeting of the National Board of Directors at which a quorum is present; or (2) upon receipt by the Secretary of a petition for a ballot or a canvas that is signed by the Presidents of at least one-fourth (1/4) of the chapters of *The Organization*.

The Secretary shall prepare the ballot and set forth in it a fair summary of the pro and con arguments and the results of a vote of the National Board of Directors or a vote of the membership at the meeting. The ballot shall be presented to the members within thirty (30) days after the event requiring a ballot or a canvas. Only those ballots received by *The Organization* within the designated time shall be counted.

A resolution enacted in a ballot by a majority of the members responding to said ballot shall be binding upon the National Board of Directors, officers, committees and staff if consistent with these bylaws.

5.2 MEETINGS OF THE NATIONAL BOARD OF DIRECTORS & REGIONAL COUNCILS

1. Regular Meetings

Regular meetings of the National Board of Directors shall be held at least bi-monthly at a minimum, with at least one annual meeting in person. The President with the consent of a majority of the National Board of Directors, shall designate the time and place of the meetings.

Regular meetings of the Regional Council shall be held at least bi-monthly at a minimum, with at least one annual meeting in person. The Regional Directors with the consent of a majority of the Regional Council members, shall designate the time and place of the meetings.

2. Special Meetings

The President shall call special meetings of the National Board of Directors. The Secretary shall also call special meetings when requested to do so by a petition signed by at least one-third (1/3) of the members of the National Board of Directors.

3. Notice, Agenda and Quorum

The Secretary shall send a notice of each regular meeting of the National Board of Directors to each member of the Board at their mailing address as shown in the records of *The Organization*, at least thirty (30) days before a meeting. The notice shall contain an agenda which states the business to be transacted, and a provision for adding items to the agenda.

The Secretary shall send a written notice of each special meeting to members at least ten (10) days in advance. No business shall be transacted at a special meeting of the Board except that for which the meeting has been convened.

A quorum of the Board of Directors shall consist of a simple majority of the voting members of the Board.

4. Ballot in Lieu of Special Meeting

In lieu of a special meeting of the National Board of Directors, the President may submit any action requiring a vote, to the National Board of Directors by ballot, and any action therein approved in writing by not less than a majority of the Board shall be declared an act of the Board and shall be recorded in its minutes.

5. Minutes

A copy of the minutes of each meeting of the Board shall be forwarded to each member of the National Board of Directors within 14 days after a meeting.

6. Board of Directors Meetings

Meetings of the Board of Directors and Officers shall be held at any place designated by the Board of Directors. A calendar of meetings may be developed in advance to facilitate regular scheduling and shall serve as the meeting notices.

All actions of the Board of Directors shall be determined by a majority vote of the members present and voting, provided that a quorum is present.

7. Annual Meetings

Annual meeting of members shall be held at the annual national conference unless the Board fixes another date or time and so notifies members in writing to their address on record at least sixty (60) days before the meeting.

5.3 SPECIAL MEETINGS

1. Special meetings of the Board of Directors for any lawful purpose may be called at any time by the National President, National Vice President, and National Secretary or in writing by 1/3rd of the membership of *The Organization*.
2. A special meeting called by any person (other than an elected Board member) shall be called by written request, specifying the nature of the business proposed to be transacted, and submitted to the National President, any Vice President or the National Secretary.
3. No business other than that specified in the call for that meeting shall be transacted at a special meeting.

5.4 NOTICE REQUIREMENTS for MEMBERS' MEETINGS

1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a Special Meeting, the nature of the business to be transacted or (2) for

- the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting.
2. Notice of Certain Agenda Items for approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the nature of the proposals:
 - a. Removing a director without cause;
 - b. Filling vacancies on the board;
 - c. Amending the Articles of Incorporation; or
 - d. Electing to dissolve the organization
 3. Manner of Giving Notice
Notice of any of the members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, company mail, e-mail or by first class mail.

5.5 ACTION WITHOUT A MEETING

Action by Written Consent

Any action that the Board is required or permitted to take may be taken WITHOUT A MEETING if the majority of the voting members of the Board consent in writing to the action provided. However, that the consent of any Board member who has a material financial interest in a transaction to which the organization is a party and who is an "interested director" as defined in section 5233 of the California corporations code shall not be permitted for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

<http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20>

5.6 MEETINGS OF COMMITTEES

Meetings and actions of committees of the board shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions. Except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by the Board of Directors or by the committee of the Board. The President shall be an ExOfficio member of all committees except the Nominations Committee.

Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

5.7 RESOLUTION OF THE MEMBERSHIP BY BALLOT

The President may be directed by the National Board of Directors to submit any matter to the entire membership for a vote or a canvas by (1) a majority of the National Board of Directors, assembled at a duly called meeting of the National Board of Directors at which a quorum is present; or (2) upon receipt by the Secretary of a petition for a ballot or a canvas that is signed by the Presidents of at least one-fourth (1/4) of the chapters of *The Organization*.

The Secretary shall prepare the ballot and set forth in it a fair summary of the pro and con arguments and the results of a vote of the National Board of Directors or a vote of the membership at the meeting. The ballot shall be presented to the members within thirty (30) days after the event

requiring a ballot or a canvas. Only those ballots received by *The Organization* within the designated time shall be counted.

A resolution enacted in a ballot by a majority of the members responding to said ballot shall be binding upon the National Board of Directors, officers, committees and staff if consistent with these bylaws.

ARTICLE VI – EXECUTIVE BOARD

6.1 NATIONAL BOARD OF DIRECTORS

The governing body of *The Organization* shall be the National Board of Directors, consisting of the National Officers and Regional Directors.

1. Composition

The National Board of Directors shall have a total of seventeen (17) plus one appointed members, consisting of the nine (9) nationally elected Executive Officers and eight (8) regionally elected Directors (two from each region), and one appointed member (Parliamentarian).

2. Powers

The National Board of Directors may exercise all powers requisite for the purposes of *The Organization*, 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 *The Organization* and to enact resolutions binding upon the officers, committees, members and staff of *The Organization*. The National Board of Directors shall have the authority to contract human resources services and other special services as needed, on behalf of *The Organization* and to specify their duties. Persons so employed need not be members of *The Organization* and shall not be members of the National Board of Directors, but may attend meetings of those bodies and have the privilege of the floor.

3. The Executive Board shall include nine (9) members:

National President:

The duties of the National President shall be:

- a. shall be the general manager of the organization
- b. shall supervise, direct, and control the organization's activities, affairs, Board of Directors, Executive Committee and National officers
- c. shall preside at all National Conferences, National Board meetings or special meetings as prescribed by the Board of Directors
- d. shall be an ex-officio of all committees except the Nominating Committee
- e. shall have such other powers and duties as the Board of Directors or as these Bylaws may prescribe
- f. shall make an Annual Report to the members of the organization on behalf of the Board of Directors
- g. Shall serve as co-chairman of the Strategic Planning Committee (with the National Executive Vice President
- h. Shall be the signatory on all contracts entered into by the National Community NETWORK that may encumber the organization financially

Executive Vice President:

The duties of the Executive Vice President shall be:

- a. Shall perform all duties of the National President, when the President is absent. In case of the absence of both the President and the Executive Vice-President special elections must be held to elect replacements. In the interim the National Secretary shall service as Acting-President.
- b. When so acting, Executive-Vice President shall have all powers of and be subject to all restrictions of the National President.

- c. Shall have such other powers and perform such duties as the National Executive Board, or as these Bylaws may prescribe
- d. Shall serve as co-chairman of the Strategic Planning Committee (with the National President
- e. Shall be responsible and serve as an advisor for the National Conference Committee planning team.

National Secretary:

The duties of the national Secretary shall be:

- a. Keeping the minutes of all the organization's meetings including the type of meeting as well as who was in attendance.
- b. Maintaining an accurate and an update-to-date membership roster of the organization, in so doing with the National Vice President Memberships:
- c. Shall keep at the principle office a copy of the Article of Incorporation and the Bylaws, as amended to date
- d. Shall give notice of all meeting of members, of the National Executive Board and of Committees of the National Executive Board as required by these bylaws
- e. Shall keep the corporate seal in safe custody and
- f. Shall have such other powers and perform such other duties as the National Executive Board or as these bylaws may prescribe.

National Treasurer:

The duties of the National Treasurer shall be:

- a. General supervision of the financial affairs of the organization.
- b. Disburse such funds of the organization as agreed to by the National Executive Board. Unless otherwise ordered by resolution adopted by the National Executive Board, the National Treasurer along with the National President, National Executive Vice-President or National Secretary shall have signatory rights for checks, drafts or other orders of the organization for the payment of money.
- c. Shall keep and maintain adequate and correct books and accounts of the organization's properties and transactions
- d. Shall send if cause is given to the members and/or National officers such financial statements and reports as required to be given per these bylaws or the National Executive Board of Directors
- e. The books of account shall be open to inspection by the Executive Board at all reasonable times
- f. Shall have such other powers and perform such other duties as the Executive Board or these bylaws may prescribe
- g. Shall be the chair of the Finance Committee and be bonded

National Financial Secretary:

The duties of the National Financial Secretary shall be:

- a. Shall coordinate with chapters for their dues.
- b. Shall have signatory rights for checks, drafts or other orders of the organization
- c. for the payment of money.
- d. Must be a member of the Finance Committee and be bonded.
- e. Assist the treasurer to file all appropriate tax forms, documents, etc. that may be necessary for the organization.
- f. Receive all payments, bills and maintain a ledger of the organization's accounts.
- g. Shall chair the Ways and Means Committee

National Vice President – Membership:

The duties of the National Vice-President - Membership shall be:

- a. Shall chair the membership committee, maintain all membership records and provide information on membership when required
- b. Shall be responsible for promoting growth by developing a process to establish new chapters.

- c. Shall plan, develop and implement campaigns to increase membership, maintain accurate records of the financial status of members and generate membership lists and reports as required to support the organization's operations and member involvement.
- d. Shall be responsible for recommending benefits to the members as a part of membership and participation in the organization.

National Vice President – Public Relations:

The duties of the National Vice-President – Public Relations shall be:

- a. Shall chair the public relations committee, be responsible for media and intra/inter-communications, and schedule media activities
- b. Shall prepare releases and other related information when necessary.
- c. Shall develop strategies that increase the positive perception and visibility of the organization.
- d. Shall also manage publicity surrounding the organization by supporting the local efforts of the chapters and by positioning the organization with external entities
- e. Shall manage the publication and distribution of the national newsletter.
- f. Shall develop and maintain the organization's corporate identity program and its guidelines. These guidelines shall govern all communications between the national, regional and chapter leadership teams, and all bodies within the organization, in an effective, accurate and timely manner.
- g. Shall be responsible for the national website

National Vice President – Economic Development:

The duties of the National Vice-President – Economic Development shall be:

- a. Shall chair the National Fundraising committee
- b. Shall be responsible for developing fundraising efforts used by the Board for the National Conference and the Scholarship/Student Affairs Committee
- c. Shall use funds from fundraising efforts in support of programs per the approved Budget
- d. Shall provide financial aid to local Chapter or Region programs with the approval of the Board
- e. Shall work with local chapters or regional bodies to develop their own fundraising program(s)
- g. Shall be responsible for planning and administering income generating programs, including the design and implementation strategy of all fund raising activities having Board approval.
- h. Shall develop strategies for enhancing the financial and economic status of the members and the organization.
- i. Shall establish linkages that create opportunities for wealth and prosperity for the community of participants who are engaged with the organization.
- j. Shall develop, implement and manage programs and projects that are national in scope and that will allow the organization to systematically support the health, educational, cultural and economic development of the African-American Community
- k. Shall develop and maintain cooperative relations with other professional associations within and outside the telecommunications industries where mutual benefits can be gained.
- l. Shall be responsible for civic and community affairs.

National Vice President – Professional Development:

The duties of the National Vice-President – Professional Development shall be:

- a. Shall chair and manage all National Professional Development including the technical professional development at the national conference.
- b. Shall chair and manage other national forums for professional networking and professional development.
- c. Shall be responsible for creating positive awareness of the organization's activities and accomplishments both internally and externally.
- d. Shall be responsible for developing products and services of the organization.

- e. Shall manage the continued development of the infrastructure and growth of the organization.
 - f. Shall provide management and technical assistance for regional and chapter-sponsored professional development programs.
 - g. Shall provide the leadership, strategies, operational plans, and programs necessary to ensure:
 - 1. Leadership development;
 - 2. Enhanced personal, professional, career and cultural development of the members and members of the African-American community.
4. The National Board shall also include eight (8) Regional Directors & one appointed member:

Regional Directors: The organization will consist of eight (8) Regional Directors representing the Eastern, Midwestern, Southwestern and Western regions; two (2) Directors per region.

These positions:

- a. Shall be responsible for local chapter growth and maintenance, local chapter membership, local chapter financial compliance and representing chapter issues specific to each region at National Board meetings,
 - b. Shall be responsible for the planning, development and management of activities specific to the region. Each Regional Director shall serve as the regional representative on the National Board of Directors on issues specific to their region. The Regional Director may chair committees of the Board and shall have such other powers and duties as may be prescribed by the President and the National Board of Directors.
 - c. Shall be the chapter liaison for that particular region
 - d. Shall seek input from their region prior to voting on issues and
 - e. Shall circulate to all chapters in their respective region any proposed bylaw amendment(s) for consideration to the National Board in advance of voting on those said amendment(s) so that their respective region has an opportunity to express opinions, changes or concerns.
5. The following Board position is appointed:

The National Parliamentarian:

The duties of the National Parliamentarian shall be:

- a. Shall chair the National Bylaws Committee
- b. Shall be advisory to the National President on bylaws and parliamentary matters
- c. May assist local chapters with their bylaws and parliamentary issues if requested.

ARTICLE VII -- COMMITTEES

7.1 COMMITTEES

Regional Councils may appoint committees from within their chapter membership as required to develop, implement and maintain regional programs and projects. They may also appoint committees of the council.

1. Standing Committees:

The Standing Committees of this organization shall be:

1. Programs
2. External Affairs
3. Research and Development
4. Membership
5. Public Relations
6. Ways and Means
7. Bylaws
8. Scholarship/Student Affairs
9. Nominating Committee
10. Ethics Committee
11. Fundraising
12. Strategic Planning

Please note: In all cases committee members must be in good standing with *The Organization* and not hold National Board positions unless indicated below.

2. Duties of the Standing Committees:

- a. **Programs**: shall be chaired by the **National Vice President-Professional Development**. This committee shall be responsible for setting the national calendar, the execution of Board-approved National programs as well as the review of local chapter programs for recommendation to the national board and program implementation (upon board approval). It shall be responsible for recommending and coordinating programs (workshops, Net meetings, etc.) and activities for both national and local chapter participation, which will support and reinforce the organization's Mission Statement.
- b. **External Affairs**: shall be chaired by an appointed member of a chapter in good standing. This committee shall be responsible for the collection of information from both external and internal sources and the dissemination of such information to members of the national board and directly to local chapter members.
- c. **Research and Development**: shall be chaired by an appointed member of a local chapter in good standing. This committee shall be responsible for the research of external affairs issues, along with the development of recommendations on issues of concern as directed by the national board of directors.
- d. **Membership**: shall be chaired by the **National Vice President- Membership**. This committee shall be responsible for the organization's membership growth, retention and the tracking of membership statistics on a national level.
- e. **Public Relations**: shall be chaired by the **National Vice President- Public Relations**. This committee shall be responsible for the dissemination of all Board-approved publicity and information, both internally and externally, for the national organization and its affiliate chapters, when deemed appropriate. Responsibilities shall also include timely updates of the internal and external websites.
- f. **Ways and Means**: shall be chaired by the National Financial Secretary. This committee shall be responsible for maintaining a copy of each chapter's EIN (Employee Identification Number); assisting each chapter with their 501(c)(3) status, auditing of the national finances and coordinating local and national financial needs, including general supervision of the national annual budget.
- g. **Bylaws**: shall be chaired by the National Parliamentarian. This committee shall be responsible for the administration of the organization's Bylaws and Method of Procedures (MOP), including the receipt and review of proposed bylaw changes (amendments) and the presentation of such changes to the national board for consideration. Responsibilities shall also include:
 - i. a draft of the proposed amended document that will be forwarded to the Regional Directors and/or local chapters for their review and comment, and

- ii. the final document, which will be presented to the national board of directors for approval or disapproval.
- h. **Scholarship/Student Affairs**: shall be chaired by an appointed member of a local chapter in good standing. This committee shall be responsible for the coordination, planning and execution of the annual Lewis Howard Latimer Scholarship Award Program. Responsibilities shall also include the coordination and supervision of college student delegate activities at each annual national conference.
- i. **Nominating Committee**: shall be chaired by an elected member of a local chapter in good standing. Responsibilities of the Nominating Committee are referenced in *Article 4.6*.
- j. **Ethics Committee**: shall be chaired by an appointed member of a local chapter in good standing. The Ethics Committee shall develop and manage a process for the investigation and resolution of claims of misconduct or non-performance of duties by individual members or groups of members within *The Organization*. The Ethics Committee will handle all claims of an ethical nature directed at an Executive Officer.
- k. **Fundraising**: shall be chaired by the National Vice President-Economic Development. This committee shall create, identify, or develop funding sources for the programs of the organization. The committee shall provide support on fundraising issues for the regions and the local chapters
- l. **Strategic Planning**: shall be co-chaired by the National President and the National Executive Vice President. This committee shall develop the strategic direction of the organization and plan the process of moving the organization to fulfill its goals.

7.2 SPECIAL (SELECT, AD HOC) COMMITTEES

The Board may create one or more committees each consisting of a National Board Member and an appointed members in good standing. Appointment of any committee shall be as a specific need arises or to carry out a specified task.

The National President may appoint one or more committees to perform specific tasks as required provided those tasks are not specifically assigned to a standing committee.

1. Committees of the Board

The Committees of the Board shall be the Executive, Audit, Program/Strategic Planning Committees and National Conference Committee.

The Executive Committee shall consist of the elected National Officers. The members and chairpersons of the Audit and Program/Strategic Planning Committees shall be appointed by the National Board of Directors.

The Select Committee of the Board shall be the Nominations Committees. This committee shall be appointed by the Board and may consist of *The Organization* members who are not members of the National Board of Directors. The National Board of Directors may establish such other committees of the Board as it deems necessary.

2. Executive Committee

The Executive Committee (subject to such limitations as the Board may prescribe) shall have all powers of the Board, other than that of filling vacancies in membership on the Board or any committee of the Board.

The Executive Committee shall manage the national operations of *The Organization*.

3. Audit Committee

The Audit Committee shall ensure the integrity and adequacy of the procedures for the operations and assets of *The Organization*. The Audit Committee shall have full access to all books of account, records, properties and personnel relevant to the subject under review. The Audit Committee shall provide the interface to the National Board of Directors for the Elections Committee. It will ensure the accuracy of the nominations and elections process and results.

4. National Conference Committee

The National Conference Committee shall manage the National Conference and other national forums related to the annual National conference.

ARTICLE VIII -- DISCIPLINE, RESIGNATION & SUSPENSION OF CHAPTERS/MEMBERS

8.1 DEFINITION

Disciplinary action may result in the termination, suspension or probation of membership or chapter status in *The Organization*. Disciplinary action resulting from unethical behavior applies whether it is imposed as a matter of discipline or voluntarily sought, and the imposition of any other disciplinary sanction, including censure or admonition, whether public or private, or imposition of conditions for retention of membership.

8.2 RESIGNATION AND REINSTATEMENT OF MEMBERS

Resignation of members shall be in writing and/or email and may be offered at any time. Actions of resignations and applications for reinstatement of resigned members shall be taken by the Local Board of Directors for Members At-Large or the Executive Board of a chapter for a member affiliated with a chapter.

8.3 TERMINATION OF MEMBERSHIP FOR NONPAYMENT OF DUES

The National Board of Directors or the Executive Board of a chapter may suspend or terminate the membership of a chapter who fails to pay dues or other obligations to *The Organization* or to the chapter within 90 days after the obligation(s) are due. A chapter suspended or terminated under this provision shall be reinstated to full chapter status upon payment of said obligation(s).

8.4 DISCIPLINING MEMBERS

The National or Local Board of Directors may, by majority vote of the members present and voting at a duly called meeting, discipline a member by suspension, expulsion, or some lesser sanctions that the National Board of Directors may prescribe.

8.5 RESIGNATION AND REMOVAL OF OFFICERS

The resignation of an officer shall be submitted in writing to the Executive Board. In general, authority to remove an appointed officer is included in the authority to appoint. Authority to remove an elected officer resides with the electorate for that office. Action for suspension or removal shall be in accordance with provisions in *The Organization's* bylaws which shall ensure due process. Actions taken under this article must be reported to the National Board.

8.6 SUSPENSION AND DISSOLUTION OF CHAPTERS

The National Board of Directors may suspend or dissolve a chapter for failure to maintain a membership of ten (10) members or failure to operate in accordance with these bylaws. The Board may also suspend a chapter for failure to comply with *methods of operations (MOP)*. Suspension of a chapter requires an affirmative vote of two-thirds (2/3) of those voting at a duly called meeting of the Board at which a quorum is present. All property, funds and records of a dissolved chapter shall be forwarded to *The Organization*, to the attention of the *Regional Director*. Members of a dissolved chapter shall become member's At-Large of *The Organization* or may join another chapter.

8.7 RESIGNATION OR REMOVAL OF NATIONAL OFFICERS AND REGIONAL DIRECTORS

A National Officer may be removed from office for cause by an affirmative vote of at least two-thirds (2/3) of all members responding to a ballot. Regional Directors may also be removed from office for cause by a vote of at least two-thirds (2/3) of all members (of the region represented by said Director) responding to a ballot. An action of removal shall be submitted in writing to the National Board of Directors. An action for removal may be initiated by a majority of the National Board of Directors or by a petition signed by ten percent of the membership of the Director's region.

8.8 DISCIPLINE FOR FAILURE TO ATTEND MEETINGS

National Board of Directors members shall attend at least nine (9) of the scheduled Board meetings within any calendar year. Failure to attend at least nine (9) of the meetings may constitute grounds for removal of members of the Board. Three absences within a 12 month period without extenuating circumstances or prior approval, by any National Board member shall be considered detrimental to the interest of *The Organization* and the seat may be declared vacant, at the discretion of the board of directors, by a majority vote. Board members shall submit their resignation or may be removed by a vote of two-thirds (2/3's) of the remaining Board members for failure to attend National Board of Directors meetings.

ARTICLE IX – ORGANIZATIONAL CONSOLIDATIONS

9.1 NOTIFICATION

Upon notification of *The Organization* by AT&T Human Resources (HR) that a company that has been acquired by AT&T and has a company supported Employee Resource Group (ERG) whose purpose and mission is consistent with the purpose and mission of *The Organization*, The President of *The Organization* shall request the following from HR:

- a. Name of the acquired company's ERG.
- b. Contact information, including but not limited to, Officers and Company Advisors/Sponsors.
- c. Approval to contact and begin discussions on integration with the leadership of the acquired company's ERG.

9.2 CONSOLIDATION DISCUSSIONS

Upon receiving permission from Corporate HR to contact the leadership of the acquired company's ERG, the Board of Directors of *The Organization* shall:

- a. Direct the President and the Executive Vice President to meet with the acquired company's ERG leadership to provide them with information on *The Organization*, including, but not limited to, bylaws, methods of operation/Procedures, National Officers, chapter locations, websites, etc.
- b. Request copies of the acquired company's ERG bylaws, methods of operation/procedures, incumbent National Officers, Executive Sponsors/Advisors, and chapter location, website information etc.
- c. Direct the President and Executive Committee members to begin discussions with the acquired company's ERG leadership to ascertain interest in joining *The Organization* to pursue our common mission and goals.

9.3 INTEGRATION

Upon determination that the acquired company's ERG is interested in becoming part of *The Organization*, the Board of Directors shall direct the President to extend the Invitation to Membership in *The Organization* to the acquired company's ERG.

The following requirements shall be met to facilitate the integration of the joining ERG into *The Organization*:

- a. Membership shall be grandfathered to *The Organization* once the joining ERG has voted, per their procedures; to join *The Organization* and approval is granted by the National Board of Directors.
- b. *The Organization* and the joining ERG shall appoint transition committees to facilitate the integration. Committees shall work on the following:
 1. Consolidation of chapters in locations where there may be duplication.
 2. Identification of best practices which may add value to *The Organization* through their incorporation into its bylaws and/or Methods of Operations/Procedures.
 3. Realignment of regions should it become necessary to balance membership numbers within the regions.

4. Chapter bylaws revisions to allow them to be in compliance with the bylaws of *The Organization* and the Corporate ERG Guidelines.
5. Any other issue that need to be resolved during the integration process.
- c. The joining ERG shall be responsible for any issues specific to the dissolution of their organization, dispersal of funds, and any tax considerations and filings required (especially those with regard to 501 (c) (3) status.
- d. The integration process should be completed within 6 months of the payment of the compliant financial obligations.

ARTICLE X -- AMENDMENTS

10.1 BYLAWS

The procedures for amending the bylaws shall be:

1. Proposed amendments to these bylaws shall be submitted in writing to the Bylaws Committee.
2. The Bylaws Committee shall receive proposed amendments and make recommendations to the Board of Directors on amendments to be made to the bylaws.
3. The BOD shall distribute proposed amendments approved to the chapters at least 30 days prior to the final review and approval process by the national BOD. It shall be the duty of the Regional Directors and Chapter Presidents to insure Chapter member input on said amendments.
4. These bylaws may be amended by a two thirds (2/3) vote of the Board of Directors at any Board of Directors meeting.

ARTICLE XI -- LIMITATIONS AND DISSOLUTION

11.1 LIMITATIONS

The Organization is not organized for profit. No part of its income shall accrue to the benefit of any private individual. *The Organization* shall not carry on propaganda or otherwise attempt to influence legislation; it shall not participate nor intervene in any political campaign on behalf of any candidate for public office. It shall not accumulate unreasonable amounts of money to carry out *The Organization's* purposes.

Notwithstanding any other provision of these bylaws, *The Organization* shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code.

11.2 DISSOLUTION

The Organization can be dissolved by two-thirds (2/3) vote cast of the membership cast. Should the organization vote to dissolve, all assets remaining after all financial obligations have been met shall be donated to a 501 (c)(3) organization(s) as approved and voted upon by the membership.

In case of dissolution of *The Organization* and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed for such charitable or educational purposes as the National Board of Directors may determine and direct.

ARTICLE XII -- PROXIES

12.0 PROXIES

Each member entitled to vote shall have the right to do so either in person or by one agent authorized by a written proxy, signed by the person and filed with the secretary of the organization. A proxy shall be deemed signed if the member's name is signed on the proxy. A proxy may be invoked for a specific meeting or election and shall be in force only for the event specified.

ARTICLE XIII - INSURANCE

13.0 INSURANCE

The organization shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by an officer, director, employee's or agent's status as such.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

14.0 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rule of Order - (Latest Edition), shall govern the proceeding of this organization, except in such cases as are covered by the bylaws and standing rules adopted by the organization.

ARTICLE XVI - INDEMNIFICATION

15.1 RIGHT OF INDEMNITY

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, members, and other persons described in section 5238(a) of the California Corporations Code. Including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the organization. By reason of the fact that the person is or was a person described in that section, "Expenses", as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporation Code.

<http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20>

15.2 APPROVAL OF INDEMNITY

On written request to the board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporation Code, the board shall promptly determine under section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and if so the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and if the members present at the meeting in person or by proxy shall authorize indemnification.

<http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20>

15.3 ADVANCE OF EXPENSES

To the fullest extent permitted by law, and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the organization before final disposition of the proceeding. On receipt by the organization of an undertaking by or on behalf of that person the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the organization for those expenses.

ARTICLE XVI – NON-DISCRIMINATION

16.0 NON-DISCRIMINATION

The members, officers, directors, committee members, employees and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, disability, marital status, color, ancestry, medical condition, veteran status, pregnancy, gender identity and sexual orientation.