



Bylaws of AbleLight Inc.

(As Revised May 9, 2024)

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ARTICLE I: NAME

The name of the Corporation is AbleLight Inc. (“AbleLight” or “Corporation”). The fiscal year of the Corporation shall begin on the first day of September and end on the 31st day of August of each year.

ARTICLE II: IDENTITY

Section 1. Vision.

A world where all people with Developmental Disabilities are loved, secure, and flourishing in their communities.

Section 2. Mission.

Through Christian love, AbleLight whole-heartedly supports and advocates for all people with Developmental Disabilities to ensure security, dignity, and hope.

Section 3. Core Values.

Mission First. We are called to support others to flourish and that deserves our full energy, commitment, and focus.

One AbleLight. We are ONE TEAM working together to advance quality. We value collaboration, accountability, transparency, and courage.

Christian Love. We are guided by our Christian faith because all people have infinite value. We welcome and love every person, we act with empathy, grace, dignity, and patience.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Authority and Responsibilities of the Board of Directors.

The affairs and business of the Corporation shall be governed by a Board of Directors elected in the manner hereafter provided in these Bylaws. The Board of Directors may create policies respecting its operations. The Board of Directors shall govern and act in compliance with the Articles of Incorporation, these Bylaws, Board of Directors policies and all applicable legal standards.

The Corporation shall have a President and Chief Executive Officer. The President and Chief Executive Officer is the principal executive employee responsible for the day-to-day management and control of the Corporation, subject to the governance authority of the Board of Directors. The Board of Directors shall employ the President and Chief Executive Officer, and shall control hiring, termination and succession planning. As needed the Board of Directors may

in its discretion appoint an ad hoc Search Committee to source and screen potential candidates.

Section 2. Meetings of the Board of Directors.

The Board of Directors shall have a regular meeting once every three months, ordinarily in February, May, August and November.

Special meetings of the Board may be called by the Chair of the Board, or upon the written request of three directors. Special meetings must be preceded by at least 2 days' notice to each director of the date, time and place or manner, and general purpose of the meeting.

Meetings of the Board of Directors shall be at a location designated by the Chair of the Board or Board of Directors, or shall be designated to be conducted virtually. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of a computer system, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and (iii) each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of communication technology, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting through communication technology is deemed to be present in person at the meeting.

A majority of directors in attendance shall constitute a quorum for the Board of Directors or any of its committees.

At any Board of Directors meeting, any item or matter shall be placed on the agenda for the meeting at the request of the Chair of the Board or of any two directors.

Section 3. Action by Written Consent.

The Board of Directors may take action without a meeting if two-thirds of the directors then in office provide written consent to the action. Any committee may take action without a meeting if two-thirds of the committee members eligible to vote provide written consent to the action.

Section 4. Size and Eligibility Requirements.

The Board of Directors shall be comprised of from nine (9) to twenty (20) directors. The Chair of the Board shall determine the number of directors in consultation with the Chairperson of the Governance Committee.

All directors shall be Christian.

The Board of Directors does not lose its power to act if it has fewer directors than its minimum range requirement. In that event, it shall act to achieve compliance as soon as practicable.

Section 5. Election and Terms of Directors.

The Board of Directors shall elect directors. Election may occur at a Board of Directors meeting by majority vote or by written consent as provided herein. Subject to the below, each director shall be elected for a term of three (3) years.

For term purposes, years are counted between regular, annual November Board of directors' meetings, with a term year ending and starting at the adjournment of that meeting. For newly elected directors whose first term starts at another time, their first term year is deemed to include the first partial year and the first full November to November period of their service.

The term for a director shall begin at the adjournment of the meeting where elected or otherwise as specified, or if by consent on the date of the consent resolution of election or otherwise as specified. The first term of a director shall end at the adjournment of the fourth regular November Board of Directors meeting after the director's election.

The Board of Directors may terminate a director's term. The term of a director shall end immediately upon the vote of 2/3 of the directors present at a Board of Directors meeting, providing that such 2/3 majority is also a majority of all directors.

A director may resign at any time. If so, the director's term ends upon resignation.

Section 6. Director Election Year Classes.

The terms of the directors shall be staggered so that usually an approximately equal proportion of directors are elected each year. If due to resignation or other cause, this election year class balance is not maintained, the Governance Committee may in its discretion change director election year class assignment to improve the balance of the election year classes. In doing so it shall meet the requirement through a method that changes the election year class of the fewest directors possible. If a director is assigned to another election year class, the director's term and election cycle shall be that of the newly assigned class, except if applicable the director's last eligible election term shall be for one or two years as needed to permit the director to reach the director's term limit.

Section 7. Director Term Limits.

For purposes of the term limits described herein, the time of service need not be continuous. If intermittent, only time actually served as a director shall count toward the term limit.

A director shall be ineligible to serve as a director after having completed three full three-year terms; i.e. nine (9) years of service as extended by the pre-November election period of the first term, except the term limit of a person elected as Chair of the Board shall be extended through the date which the person would end service as Immediate Past Chair, provided the person serves in that position.

Section 8. Candidates for the Board of Directors.

When the Chair of the Board determines to add a new director or directors, the Governance Committee shall work to identify the best candidate(s) for the existing circumstances, and shall nominate and recommend to the Board of Directors a number of candidates equal to the number of available director positions. The candidate(s) shall be presented to the Board of Directors for election to the director position(s). If the Board of Directors does not elect a candidate, another candidate may be presented following the same procedures.

ARTICLE IV: OFFICERS

Section 1. Officer Positions and Eligibility.

The Corporation shall have directors who are officers consisting of a Chair of the Board, Vice-Chair of the Board, Secretary and a Treasurer. The same person may hold any of the following combinations of offices: Vice-Chair of the Board and Secretary; Vice-Chair of the Board and Treasurer, Treasurer and Secretary.

The Chair of the Board, Vice-Chair of the Board, Treasurer and Secretary shall be members of the Board of Directors. The Chair of the Board shall have served at least two full years as a AbleLight or Foundation director, except if a Chair Elect becomes Chair of the Board due to the resignation, retirement or other exit of the Chair of the Board. Any director shall be eligible to serve as the Vice-Chair of the Board, Secretary and Treasurer.

The Corporation shall have a President. The President shall be the President and Chief Executive Officer of the Corporation hired by the Board of Directors, and shall hold the office of President as an incident of and while occupying that position.

With the approval of the Board of Directors, the President may designate principal executive employees of the Corporation as officers of the Corporation. Any officers so designated shall have an officer title of "Vice President" or such other title as designated and approved.

Section 2. Officer Elections and Terms.

The offices of Chair of the Board, Vice-Chair of the Board, Treasurer and Secretary shall be elected by the Board of Directors. Officer elections shall ordinarily occur at the regular

November Board of Directors meeting, and subject to these Bylaws shall use election processes defined by Board policy. Officer terms ordinarily start and end at the adjournment of the relevant regular November Board of Directors meeting.

The Nominating Subcommittee shall nominate a candidate slate for all officer elections. Additionally, all officer elections shall allow for other nominations from the floor at the time of the election.

Section 3. Chair of the Board.

The office of Chair of the Board shall have a three-year term and shall ordinarily be elected one year before the start of the term. Upon initial election the director shall assume the position of Chair Elect, which position shall ordinarily last for one year until the next regular November Board of Directors meeting, at which time the Chair Elect shall assume the officer position of Chair of the Board. At the end of the Chair of the Board's term, the director shall assume the position of Immediate Past Chair, which position shall last for one year until the adjournment of the next regular November Board of Directors meeting.

The Chair of the Board shall serve for one three-year term. A Chair of the Board may serve for a second consecutive three-year term if elected by at least a two-thirds majority of the voting directors. No Chair of the Board may serve for more than two three-year terms.

If a Chair of the Board resigns, retires or otherwise exits in mid-term and if there is a Chair Elect, then the Chair Elect by operation of these bylaws shall become the Chair of the Board at the time of said exit. In that event, the initial period of service from the start date to the next regular November Board of Directors meeting shall not count towards the three-year term, which shall start to run at the adjournment of the next regular November Board of Directors meeting.

If a Chair of the Board resigns, retires or otherwise exits in mid-term and if there is no Chair Elect, then there shall be a special Chair of the Board election held as soon as practicable. In that event, the Nominating Subcommittee shall nominate a candidate in the same manner as done in a regular election. The successful candidate will upon election immediately assume the office of Chair of the Board without serving in the position of Chair Elect. Also in that event, the initial period of service from the start date to the next regular November Board of Directors meeting shall not count towards the three-year term, which shall start to run at the adjournment of the next regular November Board of Directors meeting.

If a Chair Elect resigns, retires or otherwise exits before the next regular November Board of Directors meeting at which the Chair Elect would ordinarily become Chair of the Board, then there shall be a special Chair of the Board election held as soon as practicable. In that event, the Nominating Subcommittee shall nominate a candidate in the same manner as done in a regular election. The successful candidate will upon election immediately assume the position of Chair Elect.

Section 4. Other Offices.

The Vice-Chair of the Board, Treasurer and Secretary shall have one-year terms. There is no office term limit for the Vice-Chair of the Board, Treasurer and Secretary.

In the event of a vacancy in the Vice-Chair of the Board, Treasurer and Secretary officer positions, the Nominating Subcommittee shall nominate a candidate and an election shall be held as soon as practicable. The term of an officer so elected shall be the remainder of the usual annual term.

Section 5. Duties and Authority of Officers.

The principal duties of the officers shall be as follows:

The Chair of the Board shall preside at all meetings of the Board of Directors, and the Executive Committee, and perform such other duties as are customary or as may be prescribed by the Board of Directors or the Bylaws.

The Vice-Chair of the Board shall perform all duties of the Chair of the Board in the absence or inability of the latter to act.

The Secretary shall be responsible for overseeing the creation of the minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee; shall develop and maintain systems to keep and appropriately secure the minutes and records of the Board of Directors; shall attend to the correspondence of the Corporation, countersign all documents required by the Board of Directors and attach the corporate seal thereto, if necessary; and perform such other duties as may be required by the Board of Directors or by the Bylaws.

The Treasurer shall have supervision of and responsibility for oversight of all funds of the Corporation.

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its management and business affairs. The President shall sign and execute contracts and other written instruments in the name of the Corporation, and shall have the general powers and duties usually vested in the office of President of a corporation.

Any officers designated as Vice Presidents or otherwise shall have the powers and duties designated by the President.

Each and all of said officers of the Corporation shall also have the further powers and shall discharge the duties not herein before specifically mentioned which are usually incidental to their respective offices in similar corporations organized under the laws of the State of

Wisconsin and such other or further powers and duties as may from time to time be given and granted or required by the Bylaws of the Corporation or by due resolution of its Board of Directors.

ARTICLE V: COMMITTEES

Standing committees assist the Board of Directors in fulfilling its fiduciary and oversight responsibilities within their designated subject areas. The Corporation shall have the following standing committees: Executive Committee, Business Committee, Quality Committee, Audit Committee, Governance Committee and Philanthropy Committee. Additionally, the Corporation shall have such subcommittees and ad hoc committees as may be created from time to time.

Standing committees other than the Executive Committee shall consist of at least three (3) directors. The Chair of the Board shall appoint the chairperson of these standing committees, shall determine their size with input from the respective committee chairperson, shall appoint the committee members, and may appoint a committee vice chair. In considering member and vice chair appointments, the Chair of the Board should seek input from the respective committee chairperson.

The Chair of the Board shall be an ex-officio member of all committees (standing and ad hoc) and subcommittees, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum. The Chair of the Board may serve as chairperson of a subcommittee or ad hoc committee, and if so shall not additionally be an ex officio member of that committee. The President and Chief Executive Officer shall be advisory to all committees (standing and ad hoc) and subcommittees.

The agenda of any committee meeting shall be created by its chairperson. At any committee meeting, any item or matter shall be placed on the agenda for the meeting at the request of any two members of the committee.

Section 1. The Executive Committee.

The Executive Committee shall consist of the Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer; and when occupied the Chair Elect and Immediate Past Chair. The Chair of the Board shall be the chairperson of the Executive Committee. The President and Chief Executive Officer shall be advisory to the Executive Committee. The Executive Committee shall meet as needed, and at least once between each quarterly Board of Directors meeting. Meetings shall be called by the Chair of the Board or may be called on the request of two (2) members of the committee. The Executive Committee shall have the following authority and responsibilities:

- A. Lead and coordinate the operations of the Board of Directors.

- B. Plan and create agenda for Board of Directors meetings.
- C. Ensure a working relationship with President and Chief Executive Officer and other Management that is effective for the mission with proper accountability.
- D. Transact all business necessary between meetings of the Board of Directors, and on its behalf, in conformity with policies established by the Board of Directors.
- E. Ensure and facilitate the maintenance of a current strategic plan for the organization.
- F. Ensure and engage in ongoing Chief Executive Officer succession planning, and biannually report the status of such planning to the Board of Directors.
- G. With respect to the President and Chief Executive Officer, the Executive Committee shall:
 - 1. Negotiate the terms of employment, except that a negotiation impasse on a term shall be referred to the Board of Directors.
 - 2. Annually evaluate the performance of the President and Chief Executive Officer, and present a summary report to the full Board of Directors.
 - 3. Determine the compensation paid and benefits provided to the President and Chief Executive Officer. If those benefits include an incentive compensation program, it shall determine the program's elements and incentive standards. Any governance level quality metrics element included in such a program shall be defined and approved by the Quality Committee.
- H. The Executive Committee shall have an Executive Compensation Subcommittee, which shall have the duty to review and advise the Executive Committee on recommended findings as to the reasonableness of (i) the compensation paid and benefits provided to the President and Chief Executive Officer, and (ii) for the compensation ranges and benefit levels, and the reasonableness of actual total compensation within such ranges, for Executive Leadership Team level executive staff and all other persons whom it determines to be in a position to exercise substantial influence over the affairs of the Corporation within the meaning of section 4958 of the Internal Revenue Code ("Disqualified Persons"). This Executive Compensation Subcommittee review and advice, and Executive Committee action in identifying and accepting relevant findings and reporting them to the Board of Directors, should occur periodically and at least bi-annually. In doing so the Compensation Subcommittee shall:
 - 1. Identify all Disqualified Persons and their positions.
 - 2. Review and determine the reasonableness of the compensation and benefit

levels of the President and Chief Executive Officer.

3. Review and determine the reasonableness of the recommendations of the President and Chief Executive Officer for the compensation ranges and benefit levels of other Disqualified Persons.
 4. Consider all incentives, perquisites, deferred compensation and anything of value when considering the reasonableness of compensation or benefit levels.
 5. Obtain from sources outside the Corporation objective, market comparable compensation and benefit level data.
 6. Document its considerations and determinations in written reports.
- I. In addition, the Executive Compensation Subcommittee shall be a committee with power to review and approve before implementation all Chief Executive Officer recommended decisions respecting any element of total compensation for Disqualified Persons, including without limitation initial hire compensation, bonuses and raises. In doing so, it shall act on an expedited basis. This committee review shall be limited to the reasonableness of the decision with respect to the relevant reasonable market range. Its review shall not include qualitative factors relevant to the CEO decision, which qualitative factors remain within the exclusive decisional prerogative of the CEO.

Section 2. The Business Committee.

The Business Committee shall provide governance level oversight and review, and shall on an ongoing basis report to the Board of Directors its analyses and recommendations, regarding:

- A. Financial health, performance and forecasting.
- B. AbleLight's business model, and business planning to improve performance in current markets.
- C. Business strategy, including new lines of service and markets, and growth strategies.
- D. Strategic finance issues, such as debt management, capital structure and asset management, including management of AbleLight's real estate portfolio.
- E. Organizational systems and infrastructure.
- F. AbleLight's strategic plan as it relates to these business issues.

The Business Committee shall review the proposed annual budget prepared by staff, and shall recommend adoption by the Board of Directors of an annual budget at or at a reasonable time in advance of the regular August Board of Directors meeting. The Business Committee shall consult, coordinate with and support AbleLight Foundation Inc. (“Foundation”) on matters of shared interest.

Section 3. The Quality Committee.

The Quality Committee has the following authority and responsibilities, and shall:

- A. Function at a fiduciary, governance and strategic oversight level, and respect Management’s operational level ownership of quality.
- B. Work in partnership with Management respecting organizational quality and the operations of the committee.
- C. Oversee all organization quality, to include clinical quality, service quality and general organizational quality.
- D. Support and promote an organizational vision and culture of quality, excellence and improvement.
- E. Provide strategic oversight and review of relevant quality models and systems.
- F. Oversee and review quality improvement.
- G. With input from Management, define governance level quality metrics. Monitor and interrogate organizational performance with respect to these metrics.
- H. Facilitate transparency to relevant stakeholders through the oversight validation and promotion of sharing of appropriate quality metrics.
- I. As appropriate, coordinate with the Audit Committee respecting quality matters that have potential compliance or material risk implications.

Section 4. The Audit Committee.

The Audit Committee shall have the following authority and responsibilities:

- A. The Audit Committee shall oversee the accounting practices and policies of the Corporation.
- B. The Audit Committee shall annually engage independent auditors to examine the finances and accounting systems of the Corporation, and to submit an audit report

- to the Board of Directors within a reasonable time after the end of each fiscal year. The independent auditors shall report directly to the Audit Committee. The Audit Committee shall convey to the independent auditors that they are accountable to the Audit Committee and ultimately the Board of Directors.
- C. The Audit Committee shall resolve any disagreements between management and the independent auditors regarding financial reporting. This authority shall not be delegated to management or the Board of Directors.
 - D. The Audit Committee shall have the power to retain and terminate the services of independent auditors, outside legal counsel, investigators or other consultants as necessary to fulfill its responsibilities as stated herein.
 - E. The Audit Committee shall have the power to require management and others to attend its meetings and provide pertinent information as necessary. It may conduct executive sessions with independent auditors, the President and Chief Executive Officer, any executive staff and other staff or contracted consultants to review any matter relating to the finances and accounting systems of the Corporation or significant risks or exposures facing the Corporation.
 - F. The chairperson of the Audit Committee has the power to independently retain independent auditors, outside legal counsel, investigators or other consultants as necessary if the chairperson determines, after reasonable deliberation, that such retainer is in the best interests of the Corporation under the circumstances and the Chair of the Board consents to the retainer. In this event, the chairperson shall report such action(s) to the Audit Committee as soon as reasonably possible considering the best interests of the Corporation.
 - G. The Audit Committee shall review all legal and regulatory matters that may have a material impact on the Corporation's financial statements.
 - H. The Audit Committee shall promptly report to the Board of Directors any noteworthy findings or potentially damaging circumstances that have the potential to materially and adversely affect the Corporation.
 - I. The Audit Committee shall provide strategic oversight of the Corporation's ethics and compliance program. This includes without limitation Management's compliance program and resources; and its code of ethics, conflicts of interest policy and whistleblower non-retaliation policy.
 - J. The Audit Committee shall establish procedures to receive and respond appropriately to reports from any source regarding accounting concerns, internal controls, auditing matters or potentially illegal activities.
 - K. As appropriate, the Audit Committee shall coordinate with the Quality Committee

respecting compliance or material risk matters that have potential quality implications.

Section 5. The Governance Committee.

The Governance Committee shall have the following authority and responsibilities:

- A. The Governance Committee shall consider and develop as appropriate systems to evaluate the performance of directors. In doing so it shall as appropriate coordinate with the Executive Committee.
- B. The Governance Committee shall determine whether incumbent directors seeking an additional term will be placed on the ballot for re-election.
- C. When the Chair of the Board has determined that a new director(s) should be added, the Governance Committee shall oversee the sourcing and evaluation process for potential director candidates.
- D. The Governance Committee shall identify and nominate candidates for director elections.
- E. The Governance Committee shall oversee and ensure an appropriate orientation and onboarding for new directors.
- F. The Governance Committee shall oversee and ensure appropriate education and development for directors.
- G. The Governance Committee shall have as a standing subcommittee a Nominating Subcommittee, which shall nominate directors to the Board to stand for officer elections. It shall consist of four directors, ordinarily: the Chair of the Board, a director appointed by the Chair of the Board, the chairperson of the Governance Committee, and a director appointed by the chairperson of the Governance Committee. No person then seeking election to an office may serve on the Nominating Subcommittee. In that event, the Chair of the Board shall appoint a disinterested director in the director's place. A Nominating Committee officer nomination shall require a minimum of three votes in favor of the nomination.
- H. The Governance Committee shall consider beneficial governance policies and election processes, and propose Board policies respecting these matters to the Board of Directors. It shall make arrangements for and supervise the conduct of the annual directors and officers elections consistent with these Bylaws and the policies of the Corporation.

- I. The Governance Committee shall on an ongoing basis assess and seek to improve the functioning of the Board of Directors and its systems of governance.
- J. The Governance Committee shall periodically review the governing documents (Articles of Incorporation, Bylaws and Board governance policies), and recommend any changes it deems advisable to the Board of Directors.
- K. Where required, the Governance Committee shall review any proposed changes to the governing documents (Articles of Incorporation, Bylaws and Board governance policies) of Foundation, and make appropriate recommendations respecting approval to the Board of Directors.

Section 6. The Advancement Committee.

The Advancement Committee shall have the following authority and responsibilities:

- A. Provide strategic oversight of Management's advancement plan, i.e. the formulated and implemented annual, corporate, capital, planned giving, endowment, and event plans, and related events and public relations and marketing activities, intended to advance the mission of AbleLight.
- B. Ensure that AbleLight's case for support is strong, current and based on its vision, mission, values and goals.
- C. Develop policies and practices for coordinating Board and staff actions relating to director gift solicitation and recognition.
- D. Inform, motivate, involve all directors in the advancement process. Examples include the development of expectations for director engagement, participation, prospective donor identification, solicitation and personal giving.
- E. Monitor advancement performance and work with the Board and Management governance structures to hold the Board and organization accountable for advancement performance.

Section 7. Other Subcommittees.

In addition to Bylaws created subcommittees, a standing committee may create one or more other subcommittees to assist with or more efficiently conduct its ongoing work. Such a subcommittee shall be advisory to the standing committee only. The standing committee chairperson shall appoint the members of the subcommittee and its chairperson. Such a

subcommittee shall have at least three members. Subcommittee members may include any member of the Board of Directors or any other person selected by the standing committee chairperson. A standing committee chairperson shall be an ex officio member of any subcommittee advisory to the standing committee.

Section 8. Ad Hoc Committees.

The Board of Directors or any committee may create one or more ad hoc committees to study and make recommendations on specific issues within the scope of responsibility of the creating body. Ad hoc committees shall be temporary and advisory to their creating body, and shall have no other legal status. Ad hoc committees shall be created through an initial charge, which shall identify the ad hoc committee's purpose and task, requested time for completion and its chairperson. The initial charge may, but is not required to, name other initial members. An ad hoc committee chairperson may be any person deemed appropriate for the role. Subject to any limitations in the initial charge, the ad hoc committee chairperson shall appoint members and determine the size of the ad hoc committee. Any person may be a member of an ad hoc committee. The committee chairperson of the creating body shall be an ex officio member of the ad hoc committee. Each ad hoc committee shall automatically cease to exist as soon as it has completed and made its final report on its assigned task, unless extended by its creating body.

ARTICLE VI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the business of the Board of Directors in all cases to which they are applicable to the extent they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE VII: AMENDMENT OF BYLAWS

These Bylaws may be amended at a regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of the directors present, provided that not less than five (5) days before the meeting the directors are given written notice stating the nature of the proposed amendment(s).

Version Date: May 9, 2024