

Macomb / St. Clair County
Affiliate

AUTISM SOCIETY
By-laws

Article I - Purpose

Section 1. The purpose of the Macomb / St. Clair **Affiliate** of the Autism Society (**AS**) is to promote and advance the goals of AS, particularly as they apply in the Communities of Macomb and St. Clair Counties. The purpose of AS as stated in their By-laws, Article 1 are:

- (a) To promote and advocate for the general welfare of persons with autism;
- (b) To further the advancement of all ameliorative and preventive study, research, therapy, care and cure of persons with autism;
- (c) To develop a better understanding of the problems of persons with autism by the public throughout the United States and the world;
- (d) To promote the education and training of persons with autism and to foster the development of integrated care on their behalf;
- (e) To promote the establishment of adequate diagnostic, therapeutic, educational, and recreational facilities for persons with autism;
- (f) To further the education and training of parents and professional personnel for training, educating, and caring for persons with autism;
- (g) To encourage the formation of **affiliates**, to advise and aid parents in the solution of their problems with family members with autism, and to coordinate the efforts and activities of these **affiliates**;
- (h) To serve as a clearing house for gathering and disseminating information regarding persons with autism, and
- (i) To solicit and receive funds for the accomplishment of the above purposes.

Article II - Membership

Section 1 Admission to Membership - Any-eligible person may be admitted to membership upon payment of the current annual dues.

* Annual dues are defined as follows: Membership ends on 12/31/20XX.

example: If you join on July 31, 2016, your membership ends 12/31/2016. You will receive a renewal notice either by mail or email for the next annual dues.

Section 2 Prerogatives - All members, regardless of **level** of membership, shall enjoy the same rights and privileges as to voting and appointment to office.

Section 4 Levels of Members - There shall be **two levels** of members:

- A. **Household**
- B. **Adult affected by Autism**

Section 5 Dues - The annual **affiliate** membership dues shall be:

- A. **Household** \$25.00
- B. **Adult affected by Autism** \$10.00

Affiliate dues may be increased or decreased by the majority vote of the membership. (See Article III Section 5 for Quorum requirements.)

* "Household" is defined by the following members: 2 adults and all children **RESIDING IN THE HOME**. Any other parents/step parents/grandparents/children etc. who live in a separate home will need their own membership. If only one adult in household, dues remain the same.

* "Adult with Autism" is defined as any adult, 18 years or older, who resides outside the home of a parent, who would like to be a member on his/her own, who has the diagnosis of ASD.

Section 6 Suspension of Membership Privileges – The Grace Period to pay annual dues before current membership privileges are revoked is **January 31 of the next calendar year**. A member/board member can be removed from membership/board of directors, by a vote of the majority of the executive board.

Section 7 Grievance Policy – The **Affiliate** shall follow the grievance policy as prescribed by the National AS guidelines.

Section 8 Removal for Cause – Member: The **Affiliate** shall follow the Removal for Cause Policy as prescribed by the National AS guidelines.

Section 9: Removal for Cause - Continued: The Board of Directors of the Macomb/St. Clair County Affiliate can remove a member for cause as determined by a majority vote of the entire board of directors. Cause is defined by behavior that is not deemed to be reflective of the mission of the Affiliate, or behavior that would in any way, disparage the

integrity or financial stability of the Affiliate.

Article III - Meetings of Members

Section 1 Regular Meeting - A minimum of four regular meetings will be called on the motion of the President or the Board of Directors for the purpose of carrying on the planned program of the **Affiliate**. The purpose of the last regular meeting (henceforward known as the annual meeting) shall be the election of the officers of the **Affiliate** and of such Directors as are necessary to fill Directorships expiring at the time of said meeting, presentation of an annual report by the President and of a financial statement by the Treasurer, and such other business as may come before the meeting.

Section 2 Special Meetings - Special meetings of the members may be called by the President on his/her own motion and must be called by the President upon the written request of the Board of Directors or of one-fourth of the members.

Section 3 Notice of Meetings - Notice of the purpose, time and place of all annual and special meetings shall be given by the Secretary to all members **via the Affiliates website**. Such notice shall be served upon members in person, or by **email**, not less than thirty days prior to the last meeting, nor less than ten days prior to other meetings.

Section 4 Quorum - For the regular meeting, a quorum **is not necessary to hold such meeting**. For any special meeting, a quorum shall consist of **at least 10 % of the current membership list**. In the absence of a quorum, the members present in person or by proxy, shall have the power to adjourn from time to time until a quorum be present without any notice other than an announcement at the meeting of the time and place of the adjourned meeting. All proxies shall be validated by the President prior to voting.

Section 5 Voting -

A. Each Individual Membership Class shall be entitled to one vote. Each **Household** Membership Class is limited to two votes. Except as otherwise provided by law or by these By-laws, a majority of the votes cast by the members at a meeting duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly be before the meeting. Voting shall be conducted either in person or by proxy. Any member may act as a proxy for any one or more of the other members. No proxy may be exercised by a person who is not a member of the **Affiliate**. All powers of proxy shall be in writing, dated and signed. A proxy may be either general or limited to specific propositions. No proxy shall be valid for more than forty days from the date of its signing.

B. Items may be placed on the annual ballot if they are received by the President and Secretary in writing at least seventy-five (75) days before the Annual Meeting and they are approved [sic] by a majority of the board of Directors. Further, a majority of the members present at the Annual meeting may recommend to the Board that an item(s) appear on the next ballot. The Board shall take action on all such recommendations within thirty (30) days.

Section 6 Authority - Except where inconsistent with these By-laws or the Laws of the State of Michigan, Robert's Rules of order (Latest revision) shall govern the conduct of the meeting of the **Affiliate**.

Article IV - Officers

Section 1 Officers - The officers of the **Affiliate** shall be a President, a Vice-president, a Secretary, a Treasurer and five Directors, all of whom shall be elected for a term of one year, or until their successors are elected and qualified. No person may hold more than one of the foregoing offices at the same time. Spouses may not hold Officer positions concurrently. The President's office may only be filled by a member of the **Affiliate** is in good standing for a minimum of one year and has served as an officer on the Board within the previous five years. In the event the position cannot be filled by an eligible member, open nominations will be considered by the current officers.

Section 2 President - The President shall be the Chief Executive of the **Affiliate** and shall preside at all meetings of the Society and the Board of Directors. He/she shall have general responsibility for the activities of the **Affiliate** and the power and duties usually associated with the office of President and shall have such other powers and perform such other duties as may be prescribed by the By-laws. He/she shall be a member of all committees except the Nominating Committee, and exercise general supervision over their work in order to assure the most effective operation of the Affiliate. He/she shall appoint the Nominating Committee and appoint all other Standing Committees. The President shall be responsible for submission of the Affiliate Annual **Financial Reports**.

Section 3 Vice-president - The Vice-president shall assist the President in the performance of his duties and shall assume such other duties as are assigned by the President and approved by the Board of Directors. In the absence of the President, he/she shall assume the duties of the President, and shall preside at meetings of the Affiliate and the Board of Directors. He/she shall conduct such correspondence as may be requested of him/her by the President or by the Board of Directors.

Section 4 Treasurer - The Treasurer shall receive all revenues of the Affiliate, shall deposit the same in the name of the Affiliate in a bank approved by the Board of Directors, and shall issue the receipts of the Affiliate. He/she shall disburse funds by check, as the Board of Directors may authorize. He/she shall keep regular and accurate accounts of all funds and shall at all times have the accounts open for the inspection of the President and the Board of Directors. He/she shall supervise the collection of all dues and keep an account of the dues, and other sums contributed by members and others. **The responsibility of maintaining the current membership list can be assigned to another board member, who will be addressed as "Membership Chairperson". The Membership Chairperson shall send to members notices of the annual membership dues thirty (30) days prior to the end of the calendar year. The "Membership Chairperson" shall maintain an accurate report of paid membership and keep the Secretary advised thereof. At the discretion of the Board of Directors, the treasurer shall be bonded in such sum as the Board may determine. He/she shall report in writing at the annual meeting on the state of the Affiliate's finances and shall submit such other financial reports and at such time as the Board of Directors may require.**

Article IV - Officers

Section 5 Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Society and the Board of Directors. He/she shall be custodian of all books and records of the Society except those specifically assigned to others. The "Membership Chairperson" shall maintain an accurate and up-to-date membership list. The Secretary shall, at the direction of the President, send out notices of all meetings of the Society and the Board of Directors. He/she shall conduct such correspondence as may be requested of him/her by the President or by the Board of Directors.

Section 6 Vacancies - A vacancy in any office, with the exception of the office of the President, due to death, disability, removal for cause, or written resignation, may be filled for the unexpired term by designation of the Board. The office of President shall be filled by vote of the general membership.

Section 7 Composition - There shall be a Board of Directors which consists of the Officers of the Affiliate and five elected Directors. No person may be a Director who is not a member of the Affiliate. No Affiliate officer or director may be an officer or director of any other AS organization during their term, unless appointed as a Affiliate representative to the other ASA organization.

Section 8 Powers - The Board shall be governing body of the Affiliate. The Board shall have all lawful powers necessary to carry out the purpose of, and to conduct the business of the Affiliate. The Board shall have no power to amend the Articles of Incorporation, except at the direction of the members of the Affiliate pursuant to Article IX (Amendments) of these By-laws. The Board shall have the power to amend the By-Laws of the Affiliate with a two-thirds majority of the vote of the membership at its annual election meeting. Any changes to the by-laws will be available to the entire membership via the Affiliate's website and/or enclosed in the election ballot. Please see the "amendments" section below.

Section 9 Meetings - The Board shall meet a minimum of six times annually and at least once during the thirty days preceding the last regular meeting and all special meetings. Board meetings may be called by the President on his/her own initiative and must be called at the written request of three members of the Board stating the reason and purpose thereof.

Section 10 Quorum - Five Board members present, in person, shall constitute a quorum.

Section 11 Voting - Except as otherwise provided in these By-laws, all actions of the Board shall be taken by majority vote of the Directors present in person.

Article IV - Officers

Section 12 Removal for Cause – In the event the Board deems it necessary to remove a director for cause, the Affiliate will follow the procedures outlined by the National AS policy. The Board of Directors of the Macomb/St. Clair County Affiliate can remove a board member for cause as determined by a majority vote of the entire board of directors. Cause is defined by behavior that is not deemed to be reflective of the mission of the Affiliate, or behavior that would in any way, disparage the integrity or financial stability of the Affiliate.

Article V - Nominations and Elections

Section 1 Nominations - A Nominating Committee, composed of three Affiliate members shall be appointed annually by the President with the advice and approval of a majority of the Board of Directors at least sixty days prior to the annual meeting. This committee shall propose nominees for all offices and directorships which will be vacated at the next regular meeting. Written notice of the nomination proposed by the Nomination Committee shall be given by the Secretary, in person, or by mail, to all members preferably with the notice of the last regular meeting, but in any event, no later than twenty days prior to that meeting. Nomination from the floor shall be permitted with respect to any office to be voted on at that meeting provided the consent of the person nominated has been secured and communicated to the Secretary.

Section 2 Elections - Election of Officers and Directors shall take place at the annual meeting of the Affiliate, except as otherwise provided in the By-laws. Voting shall be by secret ballot. A majority vote of the members, present, in person or by proxy, (General Power of Attorney), or by absentee ballot (absentee postmarked seven (2) days before the election), shall be required to elect all Officers and Directors. In the event no candidate in an election receives a majority vote, the balloting for such office or offices shall continue until one candidate receives such majority. Officers and Directors shall assume their offices at the conclusion of the last regular meeting and shall serve until their successors are elected.

Article VI - Committees

Section 1 Standing Committee - Standing Committees of the Affiliate shall be:

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| A. Finance | B. Program Planning & Advocacy |
| 1. Fundraising | 1. Awareness Events |
| 2. Grant Programs | 2. Advocacy/ Speakers |

The Board of Directors shall determine the jurisdiction of each Standing Committee and the number of members thereof. The members of each Standing Committee shall be appointed by the President with the advice and approval of the Board of Directors.

Section 2 Special Committees

The President may from time to time appoint Special Committees whose duties shall be fully outlined by him/her and whose assignment in no way conflicts with that of any Standing Committee such as, but not limited to: 1.) Membership development; 2.) Nominating; 3.) Publicity; and 4.) Education

Section 3 Committee Chairperson

The President shall designate the Chairperson of each Committee who shall keep the President advised at all times on the activities of the Committee and render such progress reports as the President may from time to time request.

Article VII - Administration

Section 1 Appointment of Employees

The Board of Directors, bearing in mind the activities and the financial resources of the Affiliate, may, whenever in its judgment such action is desirable in order to promote achievement of the purposes of the Affiliate as set forth in the Articles of Incorporation and the By-laws, authorize the appointment or employment of persons to carry out designated duties for the Affiliate on a compensated basis. The rate of compensation of such persons as well as the period of their appointment shall be determined by the Board of Directors.

Section 2 Acts of the Society

No person shall act in the name of the Society Affiliate except as authorized in these By-laws or by the Board of Directors. No person shall, without the approval of the Board of Directors, send any letter, notice or written communication in the name of the Affiliate to members of the Affiliate or to any other person including any Association, Public Body, or Public Official, except as authorized in the By-laws.

Section 3 Fiscal Year

The fiscal year of the Affiliate shall commence the first day of January each year and end on the thirty-first day of December of the same year.

Article VIII - Relationship to the National Society

Section 1 Rights and Obligations

The activities of the Affiliate shall be consistent with the aims and purposes of the National Society. All provisions of the Articles of Incorporation and By-laws of the National Society pertaining to rights and obligations of all Affiliates shall be binding on the Affiliate. In the event that any provision of the By-laws of the Affiliate conflict with the provisions of the By-laws of the National Society, then the pertinent provisions of the By-laws and administrative code of the National Society shall prevail.

Section 2 Relationship Agreements

The Board may enter into agreements with the National Society pertaining to the relationship between the National Society and the Affiliate provided that these agreements do not conflict with the By-laws of either the National Society or the Affiliate.

Article IX - Amendments

Section 1 Requirements

At any regular or special meeting of the members of the Affiliate at which quorum is present in person or by proxy, the members may, by a two-third majority vote of the members present at the meeting, alter, amend, or repeal these By-laws, adopt new By-laws, or direct the Board of Directors to cause any provision of the Article of Incorporation to be altered, amended, repealed, or adopted; provided, however, that no provision of the By-laws or of the Article of Incorporation may be amended, repealed, or adopted where the effect of such action is inconsistent with the Affiliate's status as a nonprofit charitable corporation under the laws of the State of Michigan. A proposal to alter, amend, repeal, or adopt any By-laws or provision of the Article of Incorporation may be made by any member to the Secretary, who shall send written notice thereof to all members. No such proposal will be considered at any meeting unless at least thirty (30) days prior thereto, written notice of such proposal has been served in person, or by **a posting of amendments on Affiliate's website for or** upon all members of the Affiliate.

Article X - Dissolution

Section 1 Dissolution

In the event of the dissolution or winding up of this Society by the surrender or forfeiture of the Affiliate or otherwise, no distribution of assets is to be made to any Director, Officer, employee or other person or individual. All property owned, acquired, managed and operated by this Society is irrevocably dedicated to charitable purposes to achieve the purpose of the Society as defined in the Article of Incorporation in the By-laws; and upon the dissolution or winding up of this Society, such property shall not inure to the benefit of any private person except to a nonprofit fund, foundation, or corporation whose purposes as specified in the Internal Revenue Code and the laws of the District of Columbia and organized and operated to promote the general welfare of persons with autism.

Assets will be transferred to the National Society so they will remain irrevocably dedicated to charitable purposes of the Society.

Article XI - Hold Harmless

Section 1 Hold Harmless

Except as otherwise provided by law, a volunteer Director of the Autism Society (ASA) Macomb / St. Clair Affiliate is not personally liable to the AS Macomb / St. Clair Affiliate or its members for monetary damages for a breach of the Directors fiduciary duty.

The AS Macomb / St. Clair Affiliate assumes all liability to any person other than the AS Macomb / St. Clair Affiliate or its members for all acts or omissions of a volunteer Director incurred in the good faith performance of his/her duties as a Director occurring on or after the date this resolution is approved by the membership.