

BYLAWS OF THE AUTISM SOCIETY OF MINNESOTA

I. Name and Purpose

1. The name of the organization shall be Autism Society of Minnesota (AuSM). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.
2. The mission of the Autism Society of Minnesota (AuSM) is to create connections, empowering everyone in the autism community with the resources needed to live fully. AuSM seeks to enhance the lives of all who are part of the Minnesota autism community, with a fundamental commitment to advocacy, education, support, collaboration, and community building.

We Seek To:

- a. **Advocate** for legislation and policies that lead to improved services, increased opportunities, and greater self-determination for people with autism.
- b. **Educate** and inform individuals, families, professionals, and the broader community about autism and effective strategies for support and inclusion.
- c. **Support** individuals and families through quality programs, counseling services, and resource information.
- d. **Collaborate** with organizations and individuals who share our commitment to enhancing the lives of those affected by autism.

- e. **Build community** and provide a welcoming and accessible environment for autistic people to connect and form their own social bonds.

2. The phrase individuals with autism spectrum disorder as defined in the Diagnostic and Statistical Manual (latest revision) also refers to all persons, regardless of race, age, gender, military service, disability, ethnic origin, religion, or sexual orientation, with autism spectrum disorder or autism-like characteristics.

II. MEMBERSHIP

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

2. Perogatives. All members regardless of class of membership shall enjoy the same rights and privileges. Each member shall be eligible to vote and to hold office or committee appointment to standing or special committees.

3. Classes of Members. With Recommendations from staff, the Board of Directors shall approve classes of membership within the AuSM.

4. Dues. Annual AuSM dues shall be approved by the Board of Directors. Annual dues shall be billed upon date of initial membership application

5. Suspension of Membership Privileges. Annual dues or other financial obligations of a member to the AuSM shall be paid within thirty days from the date of notice thereof to the member. If they are not paid within ninety days from the date of such notice, the member's rights to vote and to hold office or committee appointment shall be automatically suspended. These rights shall be automatically reinstated if the member pays his/her delinquent dues or other financial obligations.

7. Removal. Any member may be removed from the membership at any time by a two-thirds majority vote of the Board of Directors provided that the Secretary shall serve upon such member, by written notice of the proposed removal and the reasons therefore at least thirty days before removal action by the Board. The member may within twenty-five days after such notice present to the Secretary a statement in opposition to the proposed action.

III. MEETINGS OF MEMBERS

1. Annual Meeting. An Annual Meeting of the members shall be held at the registered office or elsewhere at the discretion of the Board of Directors prior to July 1, to be designated by the Board. The purpose of the Annual Meeting shall be the election of the Officers of the AuSM, presentation of the State of the AuSM by the Executive Director, an Annual Report by the President a Financial Statement by the Treasurer, and such other business as may come before the meeting.

2. Special Meeting. 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.

3. Notice of Meetings. Members shall be notified of the purpose, time and place of both the annual and any special meetings. Notification shall be made available to members either electronically and/or via US mail, not less than thirty days prior to annual meeting, and not less than twenty days prior to special meetings.

4. Quorum. For meetings of the membership, a quorum shall consist of all members in good standing who are present, in person or by proxy.

5. Voting. At the annual meeting or any special meetings of the AuSM membership, each member in good standing shall be entitled to one vote. A majority of the votes cast by the members at a meeting shall be sufficient to take or authorize action upon any matter that has been brought before the membership. Voting shall be conducted either in person or by proxy. All powers of proxy shall be in writing, dated and signed and may be delivered via electronic mail. 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 in good standing. A proxy may be either general or limited to specific propositions. No proxy shall be valid for more than thirty days from the date of its signing.

6. Authority. Robert's Rules of Order (latest revision) except where inconsistent with these Bylaws or the laws of the State of Minnesota, shall govern the conduct of the meetings of AuSM.

IV. OFFICERS

1. Officers. The elected officers of the AuSM shall be a President, a Vice-President, a Treasurer, a Secretary, and an Autistic Community Liaison, all of whom shall be elected for a term of two years, or until their successors are elected and qualified. The Immediate Past-President shall have the option to serve in a non-elected role. No person may hold more than one of the foregoing offices at the same time.

2. President. The President shall preside at all Annual and Special meetings of the AuSM, Board of Directors, and the Executive Committee. Through regular consultation with the Executive Director of AuSM, he/she/they shall have general

knowledge of the activities of the Chapter and report on these activities, in conjunction with the Executive Director, at each board meeting. The President shall, appoint all committee chairs; assist the Executive Director in preparing the agenda for board meetings; in collaboration with the Board of Directors, coordinate in collaboration with the Executive Committee the Executive Director's annual performance evaluation; and work with the Board of Directors and Executive Director to recruit new board members. He/she/they may be a member of all committees and exercise general supervision over their work in order to assure the most effective operation of the AuSM. The President shall present a progress report of the year's activities at the Annual Meeting.

3. Vice-President. The Vice-president shall assist the President in the performance of his/her 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/they shall assume the duties of the President, and shall preside at the Annual Meeting and Special meetings of the AuSM, meetings of the Board of Directors, and of the Executive Committee. He/she/they shall conduct such correspondence as may be requested of him/her by the President or by the Board of Directors.

4. Treasurer. The Treasurer shall as part of the board's financial responsibilities manage, with the finance committee, the board's review of and action related to the annual budget of AuSM. Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis. The Treasurer shall oversee, along with the Executive Director and staff the development of the annual budget. He/she/they shall present the annual budget for approval by year end. On a monthly basis, he/she/they shall review all financial reports of income and expenses.

To assure that fundraising is coordinated with financial management, the Treasurer may be a member of fundraising committees. The Treasurer shall report at the Annual Meeting on the state of AuSM's finances and shall submit such other financial reports and at such times as the Board of Directors may require.

5. Secretary. The Secretary shall record an accurate description of all Board of Director, Executive Committee, Special Meetings and Annual Meetings of the AuSM. He/she/they shall collect records of all committee meeting minutes from committee chairs. The Secretary will work with the Executive Director and staff to maintain and protect an accurate and accessible collection of all appropriate records. He/she/they shall conduct such correspondence as may be requested of him/her by the President or by the Board of Directors.

6. Autistic Community Liaison. The Autistic Community Liaison shall act as a facilitator of communication between the autistic community and the Officers of AuSM, and to present insight into the opinions, viewpoints, and needs of the membership of AuSM. This officer position does not prohibit autistic people from nomination and election to other officer positions.

7. Immediate Past-President. Upon completing his/her term in office as President, he/she/they may serve as the Immediate Past-President. This non-elected position, if willing to assume the position, shall be a voting Officer. The Immediate Past-President shall act as parliamentarian, demonstrating knowledge of Robert's Rules of Order. He/she/they shall assist the Executive Director in conducting new board member orientation and he/she/they shall, with the advice and consent of the Board of Directors, chair and appoint the Nominating Committee. If there is no Immediate Past-President,

these duties will fall to the current President, or designee.

8. Vacancies. A vacancy in any office may exist for the following reasons:

- a. Death;
- b. Resignation in writing;
- c. Loss of membership status;
- d. Physical inability to perform the duties of office;
- e. Removal from office for cause.

The Board of Directors may, by a three-fourths majority vote, vacate any office for cause or whenever the Board shall determine that the incumbent is physically incapable of performing the duties of such office. The Officer affected shall be given, by electronic and/or US mail, written notice of any such proposed action of the Board together with a detailed statement of the reasons therefore at least thirty days before removal action by the Board. The Officer shall have the right to respond to such notice within thirty days after receipt of such notice.

V. DIRECTORS

1. Composition. There shall be a Board of Directors (sometimes referred to in these Bylaws as the "Board") that consists of the Elected Officers of the AuSM, and at least seven additional members or individuals. The Board shall include autistic individuals, and it shall be a priority to find autistic Board member candidates. A new autistic director may bring any person to meetings in a mentor role. The Board should

reflect the diverse communities AuSM serves. The Board is encouraged to be members of the organization.

2. Election or Appointment. Any Director and or the Executive Director may recommend an individual for election or appointment. With a majority vote of the Directors present the candidate shall be elected to serve a full term or if appointed, to finish the remaining term of the vacated office.

3. Term. The term for a seat shall be three years. Directors may serve no more than two consecutive terms, unless elected to board office. After a one-year absence from the Board, the Director may seek to be re-elected and/or re-appointed as a Director of AuSM for another term. A Director serves until expiration of the term for which the Director was elected or appointed. If no successor has been found to fill the vacating seat, at the discretion of the Board and a two-thirds vote, the Director will retain their seat for up to one additional year and/or until a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the Director.

4. Powers. The Board shall be the governing body of the AuSM. The Board shall have all lawful powers necessary to carry out the purposes of, and to conduct the business of AuSM.

5. Vacancy. In the event an elected Director dies, resigns in writing, loses membership in AuSM, becomes physically unable to carry on his/her duties, or is removed for cause, the President may appoint a successor.

6. Removal. A Director may be found physically unable to carry on his/her duties or be removed for cause in the manner and subject to the noted requirements established for removal of Officers in IV, Paragraph 6 of these Bylaws.

7. Meetings. The Board shall meet at least four times annually and at least once during the thirty days preceding the Annual Meeting. 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 reasons and purpose thereof.

8. Nature of Meetings. Written notice of every meeting shall be made available to each member of the Board at least seven days prior to any meeting. The President shall provide minutes of the prior board meeting and agenda to each board member at least seven days prior to any meeting

9. Quorum. A simple majority of the Board shall constitute a quorum.

10. Voting. Except as otherwise provided in these Bylaws, all actions of the Board shall be taken by majority vote of the Directors present, in person or by proxy.

11. Board Action Without a Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by the simple majority of the Board, in writing.

VI. EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall consist of all the elected Officers of the AuSM, the Immediate Past President, and any additional Board member(s) approved by the Board. The President may invite other Board members to attend EC meetings for any reason.

2. Powers. The Executive Committee shall exercise all powers of the Board of Directors during the intervals between the meetings of the Board. The Secretary shall report all proceedings of the Executive Committee to the Board at its next meeting.

Actions taken by the Executive Committee are ~~and are~~ subject to revision or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revisions or alterations.

3. Meetings. Meetings of the Executive Committee may be called by the President at his/her own initiative or must be called at the request of two members of the Committee. Written notice of every meeting shall be given to each member of the Executive Committee at least seven days prior to any meeting. The Secretary shall maintain a written record of all votes. The Secretary shall send a copy of the motion and voting results to all Board members and recorded in the Secretary's minutes.

4. Quorum. A two-thirds majority of the members of the Executive Committee shall constitute a quorum for any meeting. A majority vote of the members present shall be required for decisions or action by the Committee.

VII. NOMINATIONS AND ELECTIONS

1. (a) Nominations. A Nominating Committee, will be composed of no less than three Board members, appointed and chaired by the Immediate Past President, and including the Autistic Community Liaison. The Chair of the Nominating Committee may appoint additional community members to the committee. The committee will commence at least ninety calendar days prior to the Annual Meeting. This Committee shall propose nominees for all offices that will be vacated at the next Annual Meeting. Written notice of the nominations proposed by the Nominating Committee shall be given by the Secretary,

via electronic mail or US mail, to all members, preferably with the notice of the Annual Meeting, but in any event, no later than twenty calendar days prior to the Annual Meeting.

1. (b) Elections. Election of Officers shall take place at the Annual Meeting of the AuSM. Voting shall be by open ballot except that voting may be by secret ballot if such procedure is approved by majority vote at the Annual Meeting prior to voting on the election of Officers. A simple majority vote of the members in good standing present, in person or by proxy, shall be required to elect all Officers. 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. Newly elected officers shall assume their offices at the conclusion of the Annual Meeting.

VIII. COMMITTEES

1. Standing Committees. Standing committees include: Executive Committee, Finance Committee,

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 conflict with that of any Standing Committee.

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

IX. ADVISORY BOARDS AND CONSULTANTS

1. Advisory Board. An Advisory Board may be appointed by the President with the advice and approval of the Board of Directors. Such Advisory Board shall have no administrative authority.

2. Special Boards and Consultants. The Board of Directors may, at its discretion, authorize the appointment of additional Special Advisory Boards and Consultants by the President.

X. ADMINISTRATION

1. Compensation of Officers and Directors. Board members may not be employees of AuSM, with the exception of seasonal employees. Board members may not receive compensation except for reasonable expenses incurred in their role as a Board member.

2. Appointment of Employees. The Board of Directors, bearing in mind the activities and the financial resources of the AuSM, may authorize the employment of an Executive Director to carry out designated duties for the AuSM on a compensated basis. The Executive Director operates under the direction of the Board of Directors, and supervises and oversees the day to day operations of AuSM, and performs any other duties prescribed by the Board or these bylaws. The rate of compensation, as well as the period of his/her employment, shall be determined by the Board of Directors. The Executive Director shall perform his/her duties under the direction of the Board of Directors.

3. Acts of the AuSM. No person shall act in the name of AuSM except as authorized by the Board of Directors or the President. No person shall, without the approval of the President or the Board of Directors, send any letter, notice or written communication in the name of the AuSM to the members of the AuSM or to any other person including any association, public body, or public official.

4. Fiscal Year. The fiscal year of the AuSM shall commence the first day of January of each year and end on the thirty-first day of December of the same year.

XI. RELATIONSHIP TO THE Autism Society

1. Rights and Obligations. The activities of the AuSM shall be consistent with the aims and purposes of the Autism Society of America.

2. Relationship Agreements. The Board may enter into agreements with the Autism Society pertaining to the relationship between the Autism Society and AuSM provided that these agreements do not conflict with the Bylaws of either the Autism Society or AuSM.

XII. AMENDMENTS

1. (a) Proposal/Notice. A proposal to alter, amend, repeal or adopt any Bylaws or provision of the Articles of Incorporation may be made by the Board of Directors through supermajority vote of 80% of total board membership. Any such proposal shall be transmitted to the Secretary and recorded in the minutes. AuSM members shall be notified of amendments and any changes will be posted on the AuSM's website.

1. (b) Requirements. At any Meeting of the Board of Directors of the AuSM, the board members may, by a supermajority vote of 80%, alter, amend, or repeal these Bylaws, adopt new Bylaws, or cause any provision of the Articles of Incorporation to be altered, amended, repealed, or adopted, provided that no provision of the Bylaws or the Articles of Incorporation may be amended, repealed, or adopted where the effect of such action is inconsistent with the AuSM's status as a non-profit charitable corporation under the laws of the State of Minnesota.

XIII. DISSOLUTION CLAUSE

In the event of the dissolution of AuSM, no distribution of assets is to be made to any Director, Officer, employee or any individual. All property owned, managed, or operated by AuSM is irrevocably dedicated to charitable purposes to achieve the purposes of AuSM as defined in the Articles of Incorporation and bylaws. Upon dissolution of AuSM, such property shall not insure to the benefit of any private person but shall go to a nonprofit fund, foundation, or corporation whose purposes are specified in the IRS code and the local and state laws of MN and organized and operated to promote the general welfare of people with autism.