

By-Laws Autism Society of the Bluegrass

SECTION 1. Name

The name of the corporation is Autism Society of the Bluegrass, Inc., also conducting business as ASBG (the "Society").

SECTION 2. Offices

The principal place of business of the Society shall be located in Lexington, Fayette County, Kentucky or such other place as the Board of Directors shall determine. The Society may have such other offices from time to time as the Board of Directors may determine.

SECTION 3. Registered Office and Registered Agent

The Society shall have and continuously maintain in the Bluegrass Region of District of Kentucky, an office and a registered agent. The address of each registered office and the identity of each registered agent may be changed from time to time by the Board of Directors

Vision and Mission

The ASBG is a Chapter composed of families of persons with autism and related professionals interested in supports for combating autism.

Our Vision is:

The ASBG is a resource for the autism community in education, advocacy, services, research and support. The ASBG is committed to meaningful participation and self-determination in all aspects of life for individuals on the autism spectrum and their families. The ASBG accomplishes its ongoing mission through close collaboration with a successful network of chapters, members and supporters and the Autism Society.

Our Mission is:

To improve the lives of all affected by autism through education and support.

ARTICLE I.

Members

SECTION 1. Voting Members

The voting members of the Society shall be all paid up members of the Society.

SECTION 2. Non-Voting Members

The non-voting members of the Society shall be any other persons or entities that the Board of Directors from time to time may elect upon such terms and conditions as the Board of Directors may deem appropriate.

ARTICLE II.

SECTION 1. Members

Members shall be paid up financial contributors to the Society.

SECTION 2. Functions

A. Members

Members shall have no formal duties, and may be requested individually or as a whole, by the current Chair of the Board to provide guidance on any issue impacting the mission of the Society.

B. Officers

Officers shall be designated by voting members.

C. Voting Privileges

Members may attend all meetings of the Board but shall not be entitled to vote. Separately, members shall be eligible for appointment or election to serve on all Committees and in that capacity shall be entitled to vote within those committees with the exception of the Executive Committee and the Governance/Nominating Committee.

ARTICLE I.

National Advisory Councils

From time to time the ASBG Board may determine it necessary to establish Advisory Councils whose advice and assistance is sought by the Society on a variety of issues including, but, not limited to the Advisory Councils currently established. Additional Advisory Councils could be established by a simple majority vote of the Board.

SECTION 1. Election

Members of such Advisory Councils shall be appointed by the Chair of the Board and approved by the full Board.

SECTION 2. Terms

Each member of an Advisory Council shall serve a term of two (2) years and may be reappointed by the Chair with approval of the Board.

SECTION 3. Authority and Scope

Advisory Councils shall have no administrative authority, and shall serve without compensation, except for reimbursement of costs incurred in carrying out specific assignments as approved by the Chair with the consent of the Board. The Board shall be responsible for the direction and utilization of Advisory Councils. The Board Chair, with the advice of the Executive Committee shall appoint one member to serve as the Chair of the particular Advisory Council. The Chair of a Board designated Advisory Council shall have one vote in matters coming before the Board.

ARTICLE II.

Directors

SECTION 1. Powers

The business and the property of the ASBG shall be managed by its Board, which may exercise all such powers of the Society and do all such acts and things as are not reserved to the Members by statute, the Certificate of Incorporation, by the Statement of Relationship, or by these Bylaws.

SECTION 2. Vacancy

Any vacancy in the Board resulting from the death, resignation or removal prior to the end of the regular term may be filled for the balance of such term by vote of the Board.

SECTION 3. Removal

Any board member may be removed by the Board with or without cause upon the vote of two-thirds (2/3) of the Board present and voting at any regular or special meeting of the Board.

SECTION 4. Meetings

A. Annual Meeting

The Board shall hold its Annual Meeting at such time and place as the Board may determine by resolution.

B. Regular Meetings

Regular meetings of the Board shall be held at least twice a year, as such time and place as may be determined by the Chair, with the advice and consent of the Board. The annual meeting of the Board may be counted also as a regular meeting.

C. Special Meetings

Special meetings of the Board may be called by the President or upon written request to the Secretary signed by at least one-fifth (1/5) of the members of the Board.

D. Meeting Specifications and Records

Regular meetings and special meetings may be held in person or by some other agreed upon mode of communication provided that said mode is accessible to all and provided that proper notice of the meeting is provided to each board member, and further provided that the mode employed is sufficiently clear and without interference to allow each Board member to hear and participate with all members. Minutes shall be kept of all meetings without regard to the means in the same manner as for a meeting held in person.

SECTION 5. Notice of Meetings

A. Notice

Each Board member shall be given written notice (via print or electronic format) of each meeting of the Board at least fourteen days prior to such meeting. Special meetings may be called as needed.

B. Content of Notice

Notices of meetings shall state the time and place and, in the case of a special meeting, the agenda to be considered at the meeting.

C. Waiver of Notice

Notice of a meeting of the Board need not be given to any Board member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice to him or her.

SECTION 6. Quorum

One-half (50%) of the Board members currently elected and serving shall be a quorum for each meeting of the Board.

SECTION 7. Participation in Meetings by Conference Telephone

Any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or by some other agreed upon communication mode provided that said mode is accessible to each Board Member, and further provided that the mode employed is sufficiently clear and without interference to allow each Board member to hear and participate with all members in the meeting pursuant to this By-Law shall constitute presence in person at such meeting.

SECTION 8. Compensation

No Board member shall receive, directly or indirectly, any salary, compensation, or emolument from the Society for his or her service as a Board member.

SECTION 9. Informal Action

Any action required to be taken at a meeting of the Board or any other action may be taken without a meeting if the consent is sent in writing or by electronic mail with signature, setting forth the action so taken, and shall be signed by all members of the Board entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the.

SECTION 10. Vote or Representation by Proxy

Vote or representation by proxy at meetings of the Board shall not be recognized.

ARTICLE I.

Officers

SECTION 1. Officers

The officers of the ASBG shall be the President, President Elect, one or more Vice Presidents, Secretary, co-Secretary, Treasurer, co-Treasurer shall make up the membership of the Board. No officer not specified in this section shall be a member of the Board. Specific committee chairs such as Governance, Nominating, and Finance shall serve as members to the Board

SECTION 2. Election and Term of Office

The president of the ASBG shall be elected for a term of three years and may repeat the term. The remaining officers of the Society shall be elected for a term of three years and may repeat the term. Such elections shall be at the annual meeting. If for any reason, elections do not occur at the annual meeting, said election shall be held at the immediate next meeting. The position of President Elect shall be filled only during the second year of a sitting president. Vacancies in such offices may be filled at any meeting of the Board. Each such officer shall hold office until the next annual meeting of the Board and until his or her successor shall have been duly elected and shall have qualified. Terms of such office for such officers shall begin immediately following the annual meeting. Officers of the Society shall be appointed by resolution of the Board and shall serve at the pleasure of the Board.

SECTION 3. Limitations

The Chair of the Board may serve a minimum of three years.

SECTION 4. Removal

Any officer or agent elected or appointed by the Board or President may be removed by majority vote of the currently serving members of the Board whenever in the judgment thereof the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

SECTION 5. Vacancies

Any vacancy in any office because of resignation, removal, disqualification, death or otherwise, may be filled by the Board for the remaining balance of the term at any meeting of the Board.

SECTION 6. President

The President shall perform all duties incident to the office of the President of the Board and such other duties as may be prescribed by the Board from time to time. The President of the Board shall, in general, supervise and control all of the business and affairs of the Society. He or she shall preside at all meetings of the Members and the Board. He or she may execute with the Secretary or any other proper officer of the Society authorized by the Board, any deeds, mortgages, contracts, or other instruments which the Board may have authorized or executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Society.

SECTION 7. President Elect

In the absence of the President, or in the event of the inability of the President to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers and, shall be subject to all restrictions upon the President. The President Elect shall, in addition, perform such other duties as may from time to time be assigned to him or her by the President or by the Board.

SECTION 8. Vice President

In the absence or inability of the President and the President Elect to act, the Vice President (or if there shall be more than one Vice President, the Vice President designated by the Board, shall perform all of the duties of the President, and when so acting, shall have all of the powers of and shall be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President and the Board.

SECTION 9. Secretary

The Secretary shall keep the minutes of the meetings of Members and the Board. He or she shall be the custodian of the corporate records. The Secretary shall see that all notices are duly given in accordance with the Bylaws or as required by laws.

SECTION 10. Treasurer

The Treasurers shall have charge and custody of, and shall be responsible for, all funds and securities of the Society, and shall be responsible for receiving and giving receipts for monies

due and payable to the Society from any source whatsoever, and for receiving and depositing all such monies in the name of the ASBG in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions with these Bylaws. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her/their duties in such sum and having such surety or sureties as the Board shall determine. The Treasurers, in general, shall perform all the duties incident to the office of Treasurer and such other duties may as from time to time be assigned by the President or by the Board.

SECTION 11. President and Chief Executive Officer

The Board by resolution may appoint a President and Chief Executive Officer [If the Society hires a Chief Executive Officer] of the Society as the Board shall deem appropriate. The President and Chief Executive Officer shall serve ex-officio, without a vote, to the Board. The President and Chief Executive Officer shall, subject to the control of the Board, supervise and control the day-to-day affairs of the Society. The President and Chief Executive Officer shall perform all duties incident to this office and any other duties that may be required by these Bylaws or prescribed by the President or the Board.

SECTION 12. Senior Vice Presidents; Vice Presidents

The Board by resolution may appoint one or more Administrative Vice Presidents and other officers as the Board shall deem appropriate. Such titles held, including without limitation Chief Operating Officer and Vice President and Chief Program Officer, and shall have such ranking, as the Board may designate. In addition to officers appointed by the Board, the President and Chief Executive Officer may from time to time appoint administrative vice presidents: one or more Senior Vice Presidents, Vice Presidents, and Assistant Vice Presidents having such titles as the President may designate. None of these appointed officers shall be members of the Board. All officers appointed pursuant to this section, as administrative officers of the Society, shall assist the President and Chief Executive Officer and shall perform all duties incident to this office and any other duties that may be required by these Bylaws or prescribed by the Board, or the President and Chief Executive Officer. In the absence of the President and Chief Executive Officer, or in the event of his or her inability to act, the Vice Presidents or other officers appointed by the Board, in order designated by the President and Chief Executive Officer shall perform all duties of the President and Chief Executive Officer, and when so acting, shall have all of the powers of and shall be subject to all of the restrictions upon the President and Chief Executive Officer.

SECTION 13. Assistant Secretaries and Assistant Treasurers

The Board by resolution may appoint such Assistant Secretaries and Assistant Treasurers as the Board shall deem appropriate. If required by the Board, each Assistant Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and having such surety or sureties as the Board shall determine. The Assistant Secretaries and Assistant Treasurers in general shall perform such duties as assigned to them by the Secretary or Treasurer or the Board or President and Chief Executive Officer, as applicable.

ARTICLE I.

Committees

SECTION 1. Committees

The Board shall have the following standing committees: Executive, Finance, Governance and Nominating, and Audit.

SECTION 2. Executive Committee

The Executive Committee shall supervise the affairs of the Society and regulate its internal economy, approve expenditures and commitments according to policies prescribed by the Board, act for and carry out the established policies of the Society as defined by the Board, including the Policies and Procedures, report to the Board at each meeting of the Board and have such other additional powers as may be by law or resolution provided by the Board. The Executive Committee shall have and may exercise all authority of the Board in the management of the Society, subject to the limitations contained in the Commonwealth of Kentucky law. The Committee's responsibilities shall include, but not be limited to, initiating long-range planning, environmental scanning and performance evaluation; initiating the Board's annual strategic priorities for approval by the Board; assisting the President in developing charges to the Committees; identifying programmatic and financial indicators of Society performance; conducting the review, performance evaluation and succession planning for the President and CEO; making Bylaw recommendations to the Board; and identifying significant issues as that term is defined in Article X hereafter which require consideration by the Society Assembly(ASBG membership and Board General meeting) as described in the same Article and receiving, on behalf of the Board, the Society Assembly's suggestions and recommendations for Board consideration or action. At each of its annual meetings, the Board by duly adopted resolution shall hold elections for an Executive Committee consisting of the President, President Elect, Vice Presidents, Secretary, and Treasurer. The President of the Board shall be the chair of the Executive Committee. The Executive Committee may hold regular meetings monthly or as it may otherwise determine, as such place and at such times and upon such notice as it may determine. Special meetings of the Executive Committee may be called at any time by the chair or by any three of its members, by notice delivered personally or by mail, telephone, electronic mail or facsimile at least seven days prior to the meeting. A majority of the currently serving members of the Executive Committee shall constitute a quorum for all purposes.

SECTION 3. Finance Committee

The Finance Committee shall consist of five members and shall be chaired by the Treasurer. The Finance Committee shall oversee and review all financial reports, accounting activities and investment decisions of the Society and also shall prepare a projected budget for each fiscal year presented to the Board for approval.

SECTION 4. Governance and Nominating Committee

At each of its annual meetings, the Board by duly adopted resolution shall elect a Governance and Nominating Committee consisting of not less than five individuals currently members of the Society. The Governance and Nominating Committee shall assist the Board in ensuring the

successful governance of the Society through Board assessment, recruitment, nominations, orientation and development. The Governance and Nominating shall nominate candidates for officers and members of the Executive Committee. The Committee also advises the President on the selection of Vice Presidents, Committee Chairs, and Committee Vice Chairs.

SECTION 5. Audit Committee

The Audit Committee shall be responsible for recommending an auditor to the Board and shall oversee the activities of any internal auditor of the Society. The Committee shall see that an annual audit is prepared by an independent firm of Certified Public Accountants selected by the Board and, upon receiving such auditor's report; the Committee shall prepare an audit report for submission to the Board each year. The Committee shall review the financial reports of the Society, its system of internal controls, and the audit process. The Audit Committee shall have at least three members, all of whom are members of the Board and who have appropriate financial expertise. The majority of the members of the Audit Committee may not concurrently serve on the Finance Committee and the Treasurer and Chair of the Finance Committee may not serve concurrently on the Audit Committee.

SECTION 6. Committee Members

Except as provided in Sections 2 and 4 of this Article VIII, the President of the Board shall appoint all members in consultation with the committee chair. All members of the Executive Committee and the Governance and Nominating Committee shall be Board members, and the membership of all other committees or Board task forces shall include at least two Board members. Each Board member shall continue as a member until the next annual meeting of the Board of the Society and until his or her successor is appointed and shall qualify, unless the committee or task force shall be sooner terminated, or such member shall be removed from such committee or task force or such member shall resign or cease to qualify as a member of the committee or task force.

SECTION 7. Other Committees and Task Forces

As a dynamic organization, the Society will determine by Board resolution each fiscal year the business committees that it will need to govern the implementation of the Society's annual business plan. Such committees shall have at least two Board members serving and the Chair shall be a serving Board member. Throughout the year, the Board shall as needed establish time limited Task Forces comprised of both Board and non-Board members to study various issues and initiatives and recommend appropriate governance actions to the Board.

SECTION 8. Committee Chair

One member of each committee, except the Executive Committee and the Finance Committee, shall be appointed chair of such committee by the President of the Board.

SECTION 9. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 10. Quorum

Fifty percent of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 11. Removal

Any committee member appointed by the Board may be removed at any time by action of the Board. Any committee member appointed by the President of the Board may be removed at any time by the President of the Board.

SECTION 12. Rules

Each committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board.

ARTICLE I.

SECTION 1. Purpose

The ASBG will be composed of voting members and shall be the principal local community contact for autism. It shall be charged with carrying out the purposes within the territory of the Chapter.

SECTION 2. Formation

- A. Any group of 20 or more persons may compose the chapter by following the Policies and Procedures of the Autism Society (as defined in Article XIX) and the willingness and ability to abide by the Policies and Procedures and the Statement of Relationship of the Autism Society.
- B. At any time, the Board may choose to suspend the ASBG.

SECTION 3. Organizational Standards

The Board of the ASBG, by resolution, may, from time to time, establish Organizational Standards of operation, service and support as deemed to be in the best interest of the Society.

SECTION 4. Chapter Records

A. The ASBG shall keep correct and complete books and records of account and minutes of the proceedings of its members, board of directors and committees, and shall keep at the registered principal office a record giving the names and addresses of the Chapter Board and any other members entitled to vote. All books, records and minutes or copies, thereof, of the Chapter will be provided to the duly authorized representatives of the Autism Society (National) upon request.

B. ASBG shall prepare and file in a complete and timely fashion all reports required by law to be prepared and filed by Chapters, together with such additional reports as may be required from time to time by the Policies and Procedures of the Autism Society.

C. After the end of its fiscal year, ASBG shall furnish to the Autism Society financial statements in accordance with the Policies and Procedures and Organizational Standards then in effect.

ARTICLE II

Contracts, Checks, Deposits and Funds

SECTION 1. Contracts

The Board may authorize any officer or officers, agent or agents of the ASBG, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ASBG and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ASBG shall be signed by such officer or officers, agent or agents appointed by the ASBG and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer, the President and Executive Officers.

SECTION 3. Deposits

All funds of the Society shall be deposited from time to time to the credit of the ASBG in such banks, trust companies or other depositories as the Board may select.

SECTION 4. Gifts

The Board may accept on behalf of the ASBG any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE III

Books and Records

The ASBG shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the ASBG may be inspected by any Member, or agent or attorney for such Member, for any proper purpose.

ARTICLE I.

Fiscal Year

The fiscal year of the Society shall begin on the first day of January and shall end on the last day of December in each year.

ARTICLE I.

Compensation and Conflicts of Interest

SECTION 1. Compensation

Except as may be specifically provided from time to time by resolution of the Board, no officer of the Board, or such other person or persons as may be designated from time to time in guidelines adopted by the Board (hereinafter "interested person") shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the ASBG or other party as compensation for such interested person's service to the ASBG.

SECTION 2. Conflicts of Interest

- A. No individual, interested person shall (i) engage in any course or conduct which may result in actual or potential conflict of interest with the ASBG or (ii) take any position publicly as a representative of the ASBG which has not been approved by the ASBG...
- B. Any known or reasonably foreseeable actual or potential conflict of interest shall be disclosed to the Board, or its committee designee, or interested person whose interests are or may appear to be in conflict with the ASBG.
- C. When any such conflict of interest is relevant to a matter requiring action by the Board or any committee of the Board, the interested person shall disclose such conflict to the Board or such committee, and such interested person shall **not deliberate or vote** on the matter. The interested person may be present during the deliberation and shall provide the Board or committee, upon request, with all information relevant to the matter under consideration.
- D. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person did not participate in any discussion of the matter and did not vote on the matter in person or by proxy. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote of the Board or the committee, as the case may be, excluding the interested person or representative concerning whom the doubt has arisen. A copy of this Bylaws Article and any related ethical policy or guidelines, as from time to time adopted or amended by the Board, shall be presented: (i) to all interested persons serving the ASBG at the time of any such adoption or amendment and in no event less often than annually; and (ii) to all individuals seeking to serve the ASBG as an interested person prior to requesting any such individual to execute a conflict of interest disclosure statement.

- F. A conflict of interest disclosure statement shall be completed, executed and filed with the Society by:
- (i) All individuals seeking to serve the ASBG as an interested person prior to such individual commencing his or her service to the ASBG at such time and in such manner as may be provided in guidelines adopted by the Board.
 - (ii) All interested persons serving the ASBG, from time to time, as may be required by the Board, this Bylaws Article or any other related ethical policy or guideline adopted by the Board, and in no event less often than annually.

SECTION 3. Failure to Comply

The failure of an individual, interested person or ASBG to comply with this Bylaws Article or any other ethical policy or guideline adopted by the Board of Directors shall be cause:

- (i) For ASBG, to terminate said individual's application or nomination to serve the Society.
- (ii) For removal immediately from his or her position with the ASBG.

ARTICLE III.

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the Board present and voting at the Annual Meeting or any regular or special meeting of the Board. Proposed amendments to the Bylaws shall be sent in writing to all Board members not less than thirty days prior to the meeting at which such amendments are to be considered.

Amended: December 2008, April 2012, February 2013