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**BYLAWS**

**Autism Society of Baltimore-Chesapeake**

**Article I – Name, Purpose, and Principal Office**

The name of the Corporation is set forth in the Articles of Incorporation.

The purpose of the Corporation, Autism Society of Baltimore-Chesapeake (“The Affiliate”), is to promote and advance the goals of the national organization, the Autism Society, particularly as they apply in the City of Baltimore and Baltimore County. The Affiliate is a certified affiliate of the Autism Society, and operates pursuant to the Affiliate Standards and supporting policies including the Options Policy and the Trademark and Branding Agreement of the Autism Society. The Autism Society is a national organization, composed of member Affiliates. The purpose of the Affiliate is to further the goals of the Autism Society at the local level through:

A. Serving as the leading voice and resource of the local autism community;

B. Collaborating with individuals with autism and their families in increasing their understanding of individual options and opportunities related to all aspects of life.

It is the Mission of the Autism Society of Baltimore-Chesapeake to improve the lives of all affected by autism.

The principal office of the Corporation shall be a street address designated by the Board of Directors.

**Article II - Membership**

**Section 1.** Eligibility - Any person who subscribes to the purposes of the Society shall be eligible for membership.

**Section 2.** Admission to Membership - Any eligible person may be admitted to membership upon the Corporation’s receipt of their application and payment of the current annual dues. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Corporation, if such individual fails to meet the qualifications for membership, or engages in activities that are contrary to the interests of the Corporation.

**Section 3.** Classes of Members -- There shall be four (4) classes of members in the Baltimore-Chesapeake Affiliate, as follows:

(a) Individual

(b) Family

(c) Student

(d) Professional

The Board of Directors shall, from time to time, set the dues for each class of membership.

**Section 4.** Dues Payment - Annual affiliate dues shall be payable January 1 of each year.

Section 5. Rights of Members – Membership shall entitle Members to participate in the programs of the Corporation with the rights and benefits that are accorded to Members from time to time by the Board of Directors.

**ARTICLE III - Meetings of Members**

**Section 1.** Annual Meeting - The Annual Meeting of the members shall be held each year at a location at the discretion of the Board and on a date between March 1 and July 31 inclusive to be timely designated each year by the Board so as to allow for the notice required under Section 3 below. The purpose of the Annual Meeting shall be to inform the membership about the business and affairs of the Corporation. The President shall make a report to the membership and a financial report shall be made available for inspection and discussion. Members may call for items to be placed on the agenda prior to the meeting, and other items may be taken up from the floor subsequent to the advance agenda items.

**Section 2.** Special Meetings - Special meetings of the members may be called by the President or by a majority of the Directors and must be called by the President upon written request of two-thirds (2/3) of the members.

**Section 3.** Notice of Meetings - Written notice of the purpose, time and place of the annual and special meetings of the members shall be given by the Secretary to all members. Such notice shall be provided to the members in person or by email, not less than thirty (30) nor more than forty (40) days prior to annual meetings, and not less than ten days prior to special meetings.

**Section 4.** Quorum - For an annual meeting, a quorum shall consist of one-third (1/3) of all members of the Affiliate present, in person or by proxy, and entitled to vote at such meeting. For any special meeting, a quorum shall consist of one fourth (1/4) of all members of the Affiliate present, in person or by proxy, and entitled to vote at such a meeting.

**Section 5.** Voting - Each member is eligible to vote and shall be entitled to one vote. Except as otherwise provided 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. Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Individuals represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum. 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 (40) days from the date of its signing.

**Article IV – Directors**

**Section 1.** Classes: There shall be one class of directors.

**Section 2.** Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the “Board”) which shall be composed of no more than nine (9) persons and no fewer than five (5) persons.

**Section 3.** Composition: The Board shall be composed of persons representing the diversity of the community being served, taking into account race, gender, economic status, age, and other factors.

*Honorary Directors:* The Board of Directors may from time to time designate one or more members of the Society as Honorary Director provided that the number of Honorary Directors serving at any one time may not exceed three (3). Honorary Directors shall serve at the pleasure of the Board of Directors and may exercise all rights and shall have all duties to the Affiliate as Director, except that Honorary Directors may not vote.

**Section 4.** Powers - The Board shall be the governing body of the Affiliate. The Board shall have all the lawful powers to carry out the purposes of, and to conduct the business of the Affiliate.

**Section 5.** Election/Vacancy - Election/Vacancies: At each annual meeting of the Board, Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors. In the event aDirector dies, resigns in writing, loses membership in the Affiliate, becomes physically unable to carry out the duties of a Director or is removed for cause, the Board shall select a successor to serve.

**Section 6. Term.** Each Director shall hold office for a term of two years or until a successor is duly elected. No person shall serve more than three (3) consecutive full terms on the Board. After serving the maximum time allowed, a person may again serve after being off the Board for one year. Effective for members who join the board following the date of the adoption of these bylaws.

**Section 7.** Removal/Resignation. Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure to attend three (3) consecutive Board meetings without excuse or prior notification, shall constitute a resignation from the Board.

**Section 8.** Meetings - The Board shall meet at least four (4) times annually and may be scheduled more often by the President. Special 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. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

**Section 9.** Notice of Meetings - Notice of every meeting shall be given to each Director at least seven (7) days prior to any meeting. A Director may waive such notice. Notice may be delivered by electronic transmission.

**Section 10.** Quorum - A majority of the Board 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.

**Section 12.** Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

**Section 13.**  Action without Meeting- Any action which may be properly taken at a Board of Directors' meeting may also be taken without a meeting if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes. Any such writing may be received by the Affiliate by electronically transmitted facsimile or email communication, provided the email signature is authenticated. Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the Affiliate. Any action taken pursuant to this section shall be reported at the next meeting of the Board of Directors.

**Article V - Officers**

**Section 1.** Officers - The officers of the Affiliate shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall serve for a term of one year, or until their successors are elected. The officers shall be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of the Corporation. No person may be an officer who is not a member of the Affiliate. No person may hold more than one of the foregoing offices at the same time. No officer shall serve more than three (3) consecutive terms in the same office. Effective for members who join the board following the date of the adoption of these bylaws.

*The President*, at the completion of a term of office, unless previously removed from office, shall become the Immediate Past President and shall have a seat on the Board for one year following his or her leaving the office of President.

**Section 2.** Removal/Resignation. An officer may be removed from office, with or without cause, as determined by a 3/4 vote of the Board present at any meeting at which there is a quorum. An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

**Section 3. Authorities and Duties. The Officers shall have the authority and responsibility delegated by the Board as follows:**

1. President. The President shall be the Chief Executive of the Affiliate and shall preside at all meetings of the Affiliate and the Board of Directors. They shall have the general responsibility for the activities of the Affiliate and the powers and duties usually associated with the office of President, and shall have such powers and perform such other duties as may be prescribed by these by-laws. The President shall be a member of all committees except the Nominating Committee, and shall exercise general supervision over their work in order to assure the most effective operation of the Affiliate. The President shall appoint the Nominating Committee and appoint the chairs of all Special and Standing Committees. The President shall present a progress report of the year’s activities at the Affiliate’s Annual Meeting. By December 1st of each year, the President with the Treasurer, shall present a budget for the following year to be approved by the Board within thirty (30) days. The President shall be empowered to conduct such official business as may be necessary by email and/or telephone.
2. 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. In the absence of the President, he/she shall assume the duties of the President, and shall preside at meetings of the Affiliate and of the Board of Directors. They shall conduct such correspondence as may be requested of him/her by the President or by the Board of Directors.
3. Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Affiliate and of the Board of Directors. The Secretary shall be the custodian of all the books and records of the Affiliate except those specifically assigned to others. They shall maintain an up-to-date membership list. They shall, at the direction of the President send out notices of all meetings of the Affiliate and of the Board of Directors. They shall conduct such correspondence as may be requested of them by the President or by the Board of Directors.
4. Treasurer - The Treasurer, under the supervision of the President, shall have the oversight of the receipt and deposit in the name of the Affiliate, of all revenues received by the Affiliate and the disbursement of funds. The Treasurer shall be responsible for the financial records of the Affiliate and shall assist the President with the preparation of the annual budget. They shall supervise the collection of all dues and shall maintain an accurate roster of paid membership and keep the Secretary advised thereof. They shall send to members notices for the annual membership dues during the month of December (for dues due in January). If required, the Treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements.

**Section 4.** Vacancies - Any vacancy occurring in any office, for whatever reason, shall be filled by the Board within 60 days and any Director so elected shall fulfill the term of his/her predecessor.

**Article VI. – Committees**

The Board may createsuch committees with such powers as it deems wise to have. The Board may not delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record.

The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

**Section 1.** Standing Committees of the chapter shall be:

A. Events /Programs

B. Marketing

C. Community Outreach / Advocacy

D. Executive/Finance

E. Adult Autism Resource Group (AARG)

F. Board Development (responsible for nominating persons to serve as Directors)

G. And such other committees as the Board may determine.

The Board of Directors shall determine the jurisdiction of each Standing Committee and the number of members thereof.

**Section 2.** Special Committees - The President may, from time to time, appoint Special Committees whose duties shall be fully outlined by him and whose assignment shall in no way conflict with that of any Standing Committee.

**Section 3**. Committee Chairs - The President, with the advice and approval of the Board of Directors, shall appoint the Chairpersons of the Standing Committees 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.** Compensation of Officers and Directors - Officers and directors shall not receive any salary or other compensation for services in their capacity as officers and directors.

**Section 2.** Appointment of Employees - The Board of Directors, bearing in mind the activities and 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 by-laws, authorize the appointment or employment of persons to carry out designate 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. Such persons shall perform their duties under the direction of the President and the Board, but shall be hired and fired by decision of the entire Board.

**Section 3**. Acts of the Society - No person shall act in the name of the Society or Affiliate except as authorized in these by-laws or by the Board of Directors or the President. No person shall without approval of the President or 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.

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

**Section 5.** Conflicts of Interest -The board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors.  Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present.  An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.  The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

**Section 6.** Loans- The Affiliate shall not make loans to members of Board of Directors or the Executive Director.

**Section 7.** Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

**Article VIII. - Relationship to the National Autism Society**

**Section 1.** Rights and Obligations - The activities of the chapter shall be consistent with the aims and purposes of the National Society. All provisions of the Articles of Incorporation and Bylaws of the National Society pertaining to rights and obligations of the chapters shall be binding on the Affiliate. In the event that any provisions of the bylaws of the chapter 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 will 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 bylaws of either the National Society or the Affiliate.

**Article IX – Amendments**

Amendments: These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

**ARTICLE X - Subsidiary Organizations or Satellite Offices**

The Board may establish subsidiary organizations or satellite offices within the Affiliate’s territory to further the purposes of the Affiliate. Such organizations or offices will be developed and administered in accordance with Autism Society and Affiliate policies and shall be a part of the total financial and governing structure of the Affiliate.

**ARTICLE XI - Advisory Councils**

The Affiliate may establish such Advisory Councils as deemed appropriate to further the mission of the Autism Society and purposes of the Affiliate. Advisory Councils shall be a vehicle to gain advice and assistance from persons with a specific knowledge or skill set or persons of influence and stature in the community and to foster the support for the programs of the Affiliate. The functions and organizational structure of each Advisory Council shall be determined when a Council is established and shall not be inconsistent with the functions of the Board of Directors as set forth in these bylaws. Advisory Council members shall not be fiduciaries of the organization, and shall not be eligible to vote on matters before the Board of Directors, but shall serve in an advisory capacity only.

**Article XII - Dissolution**

The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

*Adopted by the Membership*

Pending Vote by Membership 2020

May 3, 2012

May 21, 1994