

# **Autism Society North Dakota**

## **BYLAWS**

July 2006

# Autism Society of North Dakota

## BYLAWS

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# Autism Society of North Dakota

## BYLAWS

### ARTICLE 1 – Purpose

The purposes of the Autism Society of North Dakota are:

- Section 1.1 To promote and advocate for the general welfare of person with autism;
- Section 1.2 To further the knowledge of what studies, research, therapy, and care of persons with autism is available;
- Section 1.3 To develop a better understanding of the problems of persons with autism by the public throughout North Dakota;
- Section 1.4 To further the education and training of parents and professional personnel for training, educating and caring for persons with autism;
- Section 1.5 To promote the education and training of persons with autism and to foster the development of integrated care on their behalf;
- Section 1.6 To promote the establishment of adequate diagnostic, therapeutic, educational, and recreational facilities for persons with autism;
- Section 1.7 To aid and advise parents in the solution of their problems with family members with autism;
- Section 1.8 To serve as a clearing house for gathering and disseminating information regarding persons with autism; and
- Section 1.9 To solicit and receive funds for the accomplishment of the above purpose.

### ARTICLE 2 - Membership

- Section 2.1 Eligibility - Any person who subscribes to the purposes of the Autism Society of North Dakota will be eligible for membership.
- Section 2.2 Admission to Membership - Any eligible person may be admitted to membership upon receipt of their application and payment of the current annual dues.
- Section 2.3 Classes of Membership - There shall be the following classes of members:
  - 2.3.1 Individual Member
  - 2.3.2 Family Member
- Section 2.4 Dues - Annual dues shall be determined by a majority vote of the Board.
- Section 2.5 Dues Payment - Annual dues shall be payable on the anniversary of initial payment each calendar year. The due date and method of collection of dues may be revised from time to time as determined by the Board of Directors.

Section 2.6 Suspension of Membership of Privileges - Annual dues for each member of the Society shall be paid within forty-five (45) days from the annual due date. Failure to pay within forty-five (45) days from the annual due date will result in suspension of membership.

Section 2.7 Revocation of Membership – For just cause, revocation of membership shall be enacted by a majority vote of the Board. The secretary shall, within two days thereafter, server upon such member written notice of the proposed action and the reasons therefore. This action shall be effective thirty (30) days from the Board motion.

The member may present written response to the secretary within twenty-five (25) days after the receipt of the notice of the proposed removal. After consideration of the written response, a final determination will be made by the Board.

### **ARTICLE 3 - Meetings of Members**

Section 3.1 Annual Meeting - An annual Meeting of the members shall be held at a location at the discretion of the Board each year. The exact date and place of each Annual Meeting shall be set each year by the Board not less than 120 days prior to the date of the annual meeting. Notice of the date and place of the annual meeting shall be given. The purpose of the annual meeting shall be as follows:

- 3.1.1 Announcement of the annual election results.
- 3.1.2 Identification and reaffirmation of the goals of the Society.
- 3.1.3 Dissemination of the annual corporate financial report.
- 3.1.4 Presentation of the President’s Report and Committee Reports.
- 3.1.5 Consideration of other such items of substantive importance to the Society as brought before the meeting.

Section 3.2 Special Meetings - Special Meetings of the members may be called by the majority of the Board and must be called upon the written request of two-thirds (2/3) of the members of the society.

Sections 3.3 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 not less than ninety (90) days and not more than one hundred and twenty (120) days prior to the Annual meeting and not less than thirty (30) days prior to Special Meetings.

Section 3.5 Quorum – A quorum for the Annual Meeting shall consist of fifty (50) members or one-third (1/3) of all members of the Society, whichever is less.

For any Special Meeting, a quorum shall consist of one-quarter (1/4) of all members of the Society.

Section 3.6 Voting-

- 3.6.1 Each member is eligible to vote and shall have one vote, except each Family Membership shall have two votes to be cast by the members holding each Family Membership.
- 3.6.2 An Item may be placed on the annual ballot if it is received by the Secretary, in writing, at least seventy-five (75) days before the Annual Meeting and if the item is approved 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.
- 3.6.3 The same procedures apply to mail ballots for Special Meetings or for such other items as the Board wishes to submit to the general membership for consideration.
- 3.6.4 Proxy voting shall not be allowed at the Annual Meeting.

Section 3.6 Authority - The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

#### **ARTICLE 4 – Directors**

Section 4.1 Composition - There shall be a Board of Directors (referred to hereinafter as the “Board”), which shall consist of five (5) persons elected to positions by direct mail, on-line, or direct ballot of the membership. Each board member shall be elected for a term of two (2) years. The Board shall determine the number of directors to be elected each year, providing staggered terms for Board members.

Section 4.2 Powers - The Board shall be the governing body of the Society. The Board shall have the lawful powers to carry out the purposes of and to conduct the business of the Society. The Board shall have no power to amend the bylaws of the Society except at the direction of the members.

Section 4.3 Vacancy - In the event a Board member dies, resigns in writing, loses membership in the Society, is unable to carry out the essential functions of his or her position or is removed for cause, the Board shall, within ninety (90) days, select by a majority vote, a person to fill the vacant seat to serve the remainder of the unexpired term.

Section 4.4 Meetings - Annual Meetings: the Board shall meet at least semi-annually, at the site of the Annual meeting and the Board shall also meet at a time determined by the Board.

Regular Meetings - The Board may schedule additional meetings during the year, as it deems necessary to conduct the business of the Society. Such meetings shall be held at times and locations determined by the Board.

The annual meeting must be held in person. Regular meetings may be held either in person or by telephonic/electronic communication provided proper notice of the meeting is provided to each Board member. Minutes shall be kept for all Board meetings held in person, telephonic or electronic.

Section 4.5 Notice of Meetings - Written notice of every meeting shall be mailed or electronically transmitted to each Board Member at least two (2) weeks prior to any meeting. A Board member may waive such notice. The Secretary shall prepare and distribute minutes of all meetings.

Section 4.6 Quorum - A majority of the Board present in person or on any telephonic/electronic communication shall constitute a quorum for the transaction of business.

Section 4.7 Voting - Except as otherwise stated in these bylaws, all actions of the Board shall be taken by majority vote of the Board present in person or by roll call, voice voting when using telephone, for the conduct of any meeting.

Section 4.7 Voting by mail or Electronic Mail - Any action permitted to be taken by the Board may be taken upon the unanimous written consent of all members of the Board. Any action taken by the Board of Directors by unanimous written consent shall have the same force and effect as a vote of a majority of a quorum at a meeting. Electronic mail votes shall be considered equivalent to written votes.

## **Article 5 – Officers**

- Section 5.1 Following the Annual Meeting announcement of the election results and Board appointment of non-elected Director positions, the new board shall meet and, as its first order of business, shall elect by majority vote from within its members the Officers specified in these bylaws.
- Section 5.2 The officers of the Society shall be the President, Vice President, Secretary, and Treasurer, all of whom shall be elected for a term of two years, or until their successors are elected and qualified.
- Section 5.3 President – The president shall preside at all meetings of the Society and the Board of Directors. The President shall carry out his/her duties consistent with the policies established by the Board of Directors. He/she shall have such responsibilities as may be prescribed by these bylaws and as may be directed by the Board of Directors.
- Section 5.4 Vice President - The vice president shall assist the president in the performance of his/her duties and shall, when the president is absent, assume the duties of the president. In the absence of the president, the vice president shall preside over all meetings of the Society and of the Board.
- Section 5.5 Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Society and of the Board. The secretary or his/her designee shall conduct all correspondence as may be requested by the president or the Board, including all meeting notices. The secretary or his/her designee shall be responsible for the maintenance of the society’s web site. The secretary shall keep an accurate listing of all members of the society.
- Section 5.6 Treasurer - The treasurer shall have the oversight of the receipt and deposit in the name of the Society of all revenues by the Society and the disbursement of funds. The Treasurer shall be responsible for the financial records of the Society, and shall prepare the annual budget. The treasurer has the authority to open bank accounts, and handle funds in accordance with the desires of the Board. The treasurer shall sign all state and federal reports, tax returns and related documents on behalf of the Autism Society of North Dakota.
- Section 5.7 Vacancies – A vacancy in any office may exist for the following reasons:
- 5.7.1 Death
  - 5.7.2 Resignation in writing
  - 5.7.3 Loss of membership status
  - 5.7.4 Inability to perform the duties of office
  - 5.7.5 Removal from office for cause

The Board, by a majority vote, may vote to vacate an office for cause or whenever the Board shall determine that the incumbent is incapable of performing the duties of such office. The officer affected shall be given, by registered mail, written notice of any such proposed action by the Board, with a detailed statement of the reasons thereof at least thirty days before the removal action by the Board. The officer, within thirty days of receipt of such notice, may present to the secretary a statement in opposition to the proposed action and may appear before the Board to appeal such action.

A vacancy in any office shall be filled by the designation of the Board.

## **Article 6 - Nominations and Elections**

- Section 6.1 Nominations – A Nominating Committee shall be appointed annually by the president at least 45 days prior to the annual meeting. The Nominating Committee shall consist of two Society members. This committee shall propose nominees for Board members which will be vacant at the next annual meeting. Nominations from the floor at the annual meeting shall be permitted, provided the consent of the person nominated has been secured.

Section 6.2 Elections – Election of Board members shall take place at the annual meeting of the Society. The secretary shall cause to be prepared, distributed and counted an official ballot. Results of the election shall be announced at the annual meeting. Board members shall assume their offices at the conclusion of the annual meeting.

## **Article 7 – Committees**

Section 7.1 Standing Committees – Standing committees shall consist of:

- 7.1.1 Program Committee
- 7.1.2 Budget/Finance Committee

The Board shall determine the jurisdiction of each committee and the number of members thereof. The members of each committee shall be appointed by the president with the approval of the Board.

Section 7.2 Special Committees – The president may appoint special committees, whose duties shall be fully outlined by the president and whose assignment shall in no way conflict with a standing committee.

Section 7.3 Committee Chairperson – Each committee shall elect a chairperson from their membership annually. The chairperson shall keep the Board informed of the activities of the committee and provide reports as requested.

Section 7.4 Support Groups – Local and regional support groups will meet at least quarterly. The Society will assist support groups by any means deemed appropriate by the Board. Support group meetings will be considered “informal” and do not require the taking of minutes. Each support group will select a contact person who will be the primary point of contact with the Society.

Section 7.5 Meeting Notification – The Society’s web site or electronic mail shall be utilized to announce the times and locations of committee and support group meetings. Written notice via postal mail will be available upon request.

## **Article 8 - Administration**

Section 8.1 Compensation of Board Members – Board members shall not receive any salary for services in their capacity as Board members. A Board member may receive compensation for services performed in a capacity other than that of an officer, provided that such compensation is approved by the Board.

Section 8.2 Appointment of Employees – The Board may, in order to promote achievement of the purposes of the Society, authorize employment of persons to carry out designated duties for the Society on a compensated basis. The rate of compensation and period of employment shall be determined by the Board. Such persons shall perform their duties under the direction and supervision of the president.

Section 8.3 Acts of the Society – No person shall act in the name of the Society except as authorized by the Board or by the president. No person shall, without approval of the president or Board, send any letter, notice or other communication in the name of the Society to the members of the Society or to any other person, association, government agency, or public official regarding policy matters of the Society.

- Section 8.4 Policy – The Society shall restrict its political activities in a manner consistent with the limitations imposed on organizations incorporated with the primary purpose of promoting educational, charitable or scientific activity set forth in Section 501(c)3 of the Internal Revenue Code or successor statute.
- Section 8.5 Fiscal Year – The fiscal year of the Society shall coincide with the calendar year.
- Section 8.6 Finances – The Society shall maintain a local bank account with its own Employer Identification Number.

## **Article 9 - Amendments**

- Section 9.1 Requirements - A proposal to alter, amend, repeal or adopt bylaws or provisions of this Article of Incorporation may be made by the Board through a majority vote or by one-fourth of the members. Any such proposal shall be transmitted to the secretary who shall send notices thereof to all members at least two days before such meeting.
- Section 9.2 Voting - These bylaws may be amended, revised or repealed by the approval of two-thirds (2/3) of the membership.
- Section 9.3 No provision of these bylaws may be amended repealed or adopted where the effect of such action is inconsistent with the Society’s status as a nonprofit charitable organization.

## **Article 10 – Dissolution**

- Section 10.1 In the event of the dissolution of this Society no distribution of assets is to be made to any Board member, or any person or individual. All property owned, managed, or operated by the Society is irrevocably dedicated to charitable purposes to achieve the purposes of the Society as defined in these bylaws. Upon the dissolution of this Society, such property shall not inure to the benefit of any private person but shall go to a nonprofit fund, foundation, or corporation whose purposes are specified in the Internal Revenue Code and organized and operated to promote the general welfare of people with autism.

## **Article 11 - Relationship to Autism Society of America**

- Section 11.1 Rights and Obligations – The activities of the Society shall be consistent with the aims and purposes of the Autism Society of America.
- Section 11.2 Relationship Agreements – The Board may enter into agreements with the Autism Society of America pertaining to the relationship between the two provided that these agreements do not conflict with these bylaws or the laws of the State of North Dakota.
- Section 11.3 Direct Services – The Society shall not provide a direct service to a person with Autism. If the members of the Society are interested in providing a direct service, such service must be separately incorporated.
- Section 11.4 Chapter Affiliation - As a chapter of the Autism Society of America, the Society may not become a chartered chapter of another organization.
- Section 11.5 The Society may use the logo of the Autism Society of America in its communications, correspondence, and publicity.

## Version Control

The bylaws were voted on and adopted at a meeting of the Society on 1 July 2006 at which time a quorum of qualified members were present.

Version	Date	Comments
1.0	1 July 2006	Initial Document
1.1	19 April 2009	Amendment passed to allow one person to fill the offices of both Secretary and Treasurer when necessary.
1.2		