

BY-LAWS OF THE
GREATER HARRISBURG AREA CHAPTER
OF THE
AUTISM SOCIETY OF AMERICA

CHAPTER MISSION STATEMENT

To promote opportunities for individuals with Autism Spectrum Disorders (ASD) to participate in the same valued life experiences as do other citizens, the Greater Harrisburg Area Chapter (GHAC-ASA) of the Autism Society of America (ASA) will:

- (a) Provide the latest information on interventions, services, and research to our membership and the community;
- (b) Facilitate access to supports, education, and services needed by individuals with ASD to reach their fullest potential;
- (c) Create opportunities for families to network, share information, and offer support;
- (d) Advocate for the interests of our members; children and adults with ASD, their family members; and the adults who work with them;
- (e) Support the efforts of local and national therapeutic, educational, and research communities; and
- (f) Solicit and receive funds for the accomplishment of the above purposes.

In addition, the GHAC-ASA (hereafter referred to as the “Chapter”) has constructed its Chapter and bylaws in accordance with the standards and purposes of the ASA as follows:

- (a) To promote and advocate for the general welfare of persons with autism;
- (b) To further the advancement of all ameliorative and preventive study, research, therapy, care and cure of persons with autism;
- (c) To develop a better understanding of the problems of persons with autism by the public in the chapter area;
- (d) To promote the education and training of persons with autism and to foster the development of integrated care on their behalf;
- (e) To promote the establishment of adequate diagnostic, therapeutic, educational and recreational facilities for persons with autism;
- (f) To further the education and training of parents and professional personnel for training, educating, and caring for persons with autism;
- (g) To serve as a clearing house for gathering and disseminating information regarding persons with autism; and
- (h) To solicit and receive funds for the accomplishment of the above purposes.

CHAPTER BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. *Eligibility* – Any person who is a current member of the national ASA, and supports the purposes of the ASA and the mission of the Chapter as above will be eligible for membership in the Chapter.

ARTICLE II MEETINGS

Section 1. *Meeting Types*-There will be meetings designated as Regular Meetings of Chapter members whose purpose is carrying out the chapter's mission. There will be meetings of the Board of Directors (hereafter sometimes referred to as the "Board") and Business Meetings that includes the chapter's annual meeting whose purpose is to carry out the business of the chapter.

Section 2. *Regular Meetings*-Regular Chapter meetings may be held monthly with a maximum of ten (10) times per year, to include the Annual Meeting, at a location and time established by the Board. Members will be given at least fourteen (14) days advanced notice of the meeting and the agenda in written and electronic mail format (hereafter, all references to "written" format/notification will include hard copy written and electronic mail unless specifically noted otherwise).

Section 3. *Meetings of the Board of Directors*-The Board of Directors will meet at a minimum quarterly per year and more often as needed at the discretion of the Executive Committee.

Section 4. *Annual Meeting*-An annual meeting of the Chapter membership will be held in May of each year to elect the Board of Directors. Members will be given at least one month's advanced notice of the meeting and the agenda. The President will make a report to the membership and a financial report will be made available for inspection and discussion. Members may call for items to be placed on the agenda by advising the Chapter's President or Secretary at any time up to two (2) weeks prior to the Annual Meeting. Other items may be taken up from the floor subsequent to the advance agenda items.

Voting

- (a) Each member is eligible to vote and shall be entitled to one vote.
- (b) Items may be placed on the annual written or electronic mail ballot if they are received by the President and Secretary in writing at least thirty (30) days before the Annual Meeting and they are 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 written or electronic mail ballot. The Board shall take action on all such recommendations within thirty (30) days.

- (c) The same procedures apply to written mail or electronic mail ballots for Special Meetings or for such other items as the Board of Directors wishes to submit to the general membership for consideration.

Section 5. *Special Meetings* – Special Meetings of the Chapter membership may be called by the President or by a majority of the Board of Directors. Members will be given a minimum of seven (7) days advanced notice of the meeting and the agenda in written format.

Section 6. *Authority* – Except where inconsistent with these bylaws or the laws of the ASA, Robert’s Rules of Order (latest revision) will govern the conduct of the meetings of the Chapter’s Board of Directors and the Annual Meeting.

ARTICLE III BOARD OF DIRECTORS

Section 1. *Composition, size and role*- The Board of Directors is responsible for the overall policy and direction of the organization, and may delegate responsibility of day to day operations to the officers and committees. A quorum of at least 50 percent (50%) of Board members must be present for the Chapter’s business transactions to take place and motions to pass. The Board of Directors will have no fewer than eight (8) members and up to twelve (12) total members. The Board receives no compensation but may be reimbursed for Chapter related expenses that have been approved in advance.

Section 2. *Terms*-All Board members will serve two-year terms, but are eligible for re-election for up to three (3) consecutive terms. Terms of office will be staggered as directed by the Board. The term of office begins at the first Board meeting following the election. Only members of the ASA are eligible for Board election.

Section 3. *Powers* – The Board is the governing body of the Chapter. The Board will have the lawful powers to carry out the purposes of and conduct the business of the Chapter. The Board will have no power to amend the bylaws of the Chapter except at the direction of the members of the Chapter pursuant to Article X (Amendments) of these bylaws.

Section 3. *Vacancy* – In the event an elected Board member dies, resigns in writing, loses membership in the ASA, becomes physically unable to carry out the duties of a Board member, or is removed for cause, in accordance with procedures for Officers in Article IV, Section 6, the Board will, within sixty (60) days, select by a majority vote, a person to fill the vacant seat to serve the remainder of the unexpired term.

Section 4. *Meetings* – The Board will meet at a minimum, quarterly, per year, at an agreed time and place. An official Board meeting requires that each Board member have written notice at least fourteen (14) days in advance. A Board Officer may waive

such notice in concurrence with the Board President. Special meetings may be called by the Board President. Such meetings may be held by telephone conference call or through electronic mail.

Section 5. *Order of Business*-Unless otherwise approved by the Board, the order of business will be:

- Introductions
- Approval of the minutes of the preceding meeting
- Reports of Board Officers
- Old business
- Reports by committee chairs
- New business
- Adjournments

Section 6. *Voting* – Except as otherwise provided by these bylaws, all actions of the Board will be taken by majority vote of the Board members present in person at any meeting.

Section 7. *Voting by Electronic Mail* – Any action required or permitted to be taken by the Board may be taken upon written notice by electronic mail with electronic signature without a meeting if (i) the voting by electronic mail is initiated in the same manner as a Special Meeting under Article II, Section 5, (ii) a Board Meeting is not scheduled within thirty (30) days, and (iii) a majority of the Board so consents in writing to an electronic mail vote.

ARTICLE IV CHAPTER OFFICERS

Section 1. Following the Annual Meeting announcement of the election results, the new Board will meet during the month following the Board elections for the purpose of electing, by majority vote from within its members, the officers as specified in these bylaws.

Section 2. *Number*-The officers of the Chapter will be the President, Vice President, Secretary and Treasurer.

Section 3. *President*- The President of the Board will be elected by a direct vote of the Board of Directors for one (1) term. The President will preside at all meetings of the Chapter, the Board and the Executive Committee. To ensure the most effective operation of the Chapter, the President will exercise oversight of all committees and may attend committee meetings as needed or desired. The President will, with the advice and consent of the Board, appoint the Chairs of all special and standing committees. The President will present a progress report of the year's activities at the Chapter's Annual Meeting. By July 1st of each year, the President, with the Treasurer, will present a preliminary budget for the next fiscal year to be approved by the Board within thirty (30) days. The President will be empowered to conduct official business for the Chapter as may be necessary by mail, by telephone, or by electronic mail. The President will have other powers and duties as prescribed by these by-laws.

Section 4. *Vice-President* – The Vice-President will assist the President in the performance of his/her duties and will assume such other duties as are assigned by the President and approved by the Board. In the absence of the President, the Vice-President will assume the duties of the President, and will preside at the meetings of the Chapter, of the Board and of the Executive Committee. In the event that the President is unable to serve, the Vice-President will succeed to the office of the President for the remainder of the President’s term.

Section 5. *Secretary* – The Secretary will keep an accurate record of the proceedings of the Annual Meeting, all meetings of the Board, and of the Executive Committee. The Secretary will be the custodian of all the records of the Chapter except those specifically assigned to others. An up-to-date membership list will be maintained by the Secretary who will send out notices of all meetings of the Chapter, of the Board and of the Executive Committee. If voting is done by mail or electronic mail, the Secretary will cause all ballots, approved by the Board, to be prepared, validated and counted. Such correspondence as may be requested by the President or the Board will be conducted by the Secretary. The Secretary will have the authority to delegate the above actions to a paid assistant to the organization as needed or can divide his/her duties to another Board member; i.e. create recording and corresponding secretary positions.

Section 5. *Treasurer* – The Treasurer, under the supervision of the President, will have the oversight of the receipt and deposit in the name of the Chapter of all revenues received by the Chapter and the disbursement of funds. The Treasurer will be responsible for the financial records of the Chapter, and will assist the President with the preparation of the annual budget.

Section 6. *Vacancies* – In the event an Officer dies, resigns in writing, loses membership in the ASA, becomes physically or otherwise unable to carry out the duties of the office, or is removed for cause, the Board will within sixty (60) days, by a majority vote name a person to succeed him/her to fill the unexpired term. A vacancy in office, with the exception of the President, will be filled from among those presently serving as elected Board members.

The Board may, by three-fourths (3/4) vote; vacate any office for cause whenever the Board determines that the incumbent is physically or otherwise unable to perform the duties of such office. The Officer affected shall be given, by registered mail, notice of any such proposed action of the Board together with a detailed statement or reason at least thirty (30) days before the removal action by the Board.

The Officer shall have the right to respond to such notice within thirty (30) days after the receipt of such notice. No removed Officer may succeed to any other office.

ARTICLE V EXECUTIVE COMMITTEE

- Section 1. *Composition* – The Executive Committee will consist of the President, Vice President, Secretary and Treasurer
- Section 2. *Powers* – The Executive Committee will exercise all powers of the Board during the intervals between meetings of the Board. All decisions of the Executive Committee will be promptly reported to the Board no later than at its next succeeding meeting and will be subject to approval, revision or alteration by the Board provided that no irrevocable rights of third parties shall be affected by such revision or alteration, before any action is taken. If no Board meeting is scheduled within thirty (30) days of any decision taken by the Executive Committee, such decision shall be presented to the Board in accordance with the provisions of Article III, Section 7.
- Section 3. *Meetings* – Meetings of the Executive Committee may be called by the President on his/her own initiative and must be called at the request of three (3) members of the Committee. Notice of every meeting will be given to each member of the Executive Committee in writing at least seven (7) days prior to the meeting, provided that any member may waive such notice. Meetings of the Executive Committee may take place by telephone conference call.
- Section 4. *Quorum* – Quorum for the Executive Committee is three members. A majority vote of the members present or on the line for the telephone conference call will be required for decisions or actions by the Committee.

ARTICLE VI NOMINATIONS AND ELECTIONS

- Section 1. *Nominating Committee* – A Nominating Committee, Chaired by a Director appointed by the President plus two (2) members of the Chapter, shall be appointed by March 15th of each year by the President with the advice and consent of the Board. No member of the Nominating Committee will be a candidate for the Board in that year's election. The President will inform the Committee of the number of seats to be filled.
- Section 2. *Notice* – No less than forty-five (45) days prior to the Annual meeting, there will be a call for nominations made in the Chapter's newsletter, at a non-business meeting of the Chapter, and via electronic mail. Nominations from the membership will be made in accordance with procedures approved by the Board and published with the call for nominations.
- Section 3. *Qualifications* – Any member is eligible for a position on the Board except as noted in Section 1 above.
- Section 4. *Candidates* – The Nominating Committee may nominate at least one person for each vacant seat on the Board. A member will become a candidate for a Board Director by nomination of the Nominating Committee or nomination by a member of the Chapter by mail or electronic mail, or at a Chapter meeting.

Section 5. *Elections* – In accordance with procedures established by the Board of Directors, the Secretary will prepare an official ballot together with information on the candidates. The ballots and election materials will be provided to all Chapter members no later than thirty (30) days prior to the Annual Meeting. If election occurs by written mail or electronic mail, all ballots to be counted for the election must be returned to the office of the Chapter or the electronic mail address of the Secretary and postmarked no later than ten (10) days prior to the Annual Meeting. The results of the election will be announced at the Annual Meeting.

ARTICLE VII COMMITTEES

Section 1. *Committee Chairs* – The President with Board approval will appoint the Chair of the Standing Committees who will keep the President advised at all times on the activities of the committee and give progress reports as requested by the President. The Chairperson of each committee will inform the membership either by a posted written report or by an oral report at the Annual Meeting of the activities and progress made by the committee during the year past.

Section 2. *Standing Committees* – In addition to the Executive Committee, the Standing Committees of the Chapter will be:

- *Finance and Development Committee*-Chaired by the Treasurer, will be responsible for matters concerning the business of the Chapter including payroll practices; budget and finance; property; insurance; taxes; purchasing; investments; money management; fundraising, audits; contracts; grant review; scholarships and legal matters.
- *Constituent Relations Committee*-Is responsible for all areas that impact the Chapter constituents, including, but not limited to; the Chapter annual meeting, the planning and running of the Chapter meetings, special speakers, and non-fundraising social events for the membership; i.e. holiday party, swimming parties, the Sensory Picnic. This committee will also monitor the needs of the Chapter and propose new programs for the membership; i.e. young adult social group, parent support group etc.
- *Public Education and Advocacy Committee*-Is responsible for the Chapter newsletter, management and oversight of the Chapter website, handling press and other media inquiries, development of awareness initiatives such as billboards, PSAs, and coordinating Chapter involvement in other community activities. Will be responsible for keeping the Board and Chapter membership informed of government affairs impacting the autism community and make recommendations to the Board regarding how and when the Board and/or Chapter membership can be involved in related government initiatives.

Section 3. *Ad Hoc Committees*-At the discretion of the Board, a focused and time limited Ad-Hoc Committee can be formed to accomplish a specific initiative; i.e. Strategic Planning.

ARTICLE VIII ADMINISTRATION

- Section 1. *Appointment of Employees* – The Board, bearing in mind the activities and the financial resources of the Chapter may authorize appointment or employment of persons to carry out designated duties for the Chapter on a compensated basis.
- Section 2. *Compensation of Officers and Board Members* – Officers and Board Members will not receive any salary or other compensation. An Officer or Board Member may receive compensation for services performed in a capacity other than that of an Officer or Board Member as approved by the Board.
- Section 3. *Acts of the Chapter* – No person will act in the name of the Chapter except as authorized in these bylaws or by the Board or the President. No person will, without the approval of the President or the Board, send any letter, notice, or other written communication in the name of the Chapter to the members of the Chapter or to any other person including an association, government agency or public official regarding policy matters of the Chapter.
- Section 4. *Fiscal Year* – The fiscal year of the Chapter will be July 1 of one calendar year through June 30 of the following calendar year.

ARTICLE IX LOCAL CHAPTER OPERATIONS

- Section 1. *Policy* – The Chapter will 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 as set forth in Section 501(c) 3 of the Internal Revenue Code or successor statute.
- Section 2. *Rights of the Chapter* – The purpose of the Chapter will conform to the purposes of the National ASA and the activities of the Chapter will be consistent with these purposes:
- (a) The Chapter may use the logo of the ASA in its communications, correspondence and publicity as a chapter of the ASA.
 - (b) The Chapter may assess additional local membership dues.
 - (c) Chapter grievances shall be reviewed at the national level in accordance with the ASA Chapter Grievance Policy.
- Section 3. *Obligations of the Chapter to the National ASA*
- (a) The chapter will operate as a subsidiary of the ASA and will hold itself out to the public in its communications, correspondence and publicity as a chapter of the ASA.
 - (b) The chapter will maintain a minimum of ten (10) members in good standing with the ASA in order to maintain its status as a chapter of the ASA.
 - (c) No person may be a member of the chapter who is not a member of the ASA.

- (d) The Chapter shall have its own Board of Directors elected annually. A roster of the members of the Chapter Board will be sent to the National ASA following its election.
- (e) The Chapter will keep its own list of members and compare it semiannually with the membership list provided by the ASA's National Office.
- (f) The Chapter must adopt bylaws which are not to conflict with the bylaws of ASA and which are approved by the ASA.
- (g) The Chapter may not provide a direct service to persons with autism. If the members of the Chapter are interested in providing a direct service, such service must be separately incorporated.
- (h) As an ASA Chapter, the Chapter may not become a chartered chapter of another organization.

Section 4. *Financial Relationship*

- (a) The Chapter will maintain a local bank account.
- (b) The Chapter will obtain its own Employer Identification Number from the IRS.
- (c) It will be the obligation of the National ASA to submit to each chapter annually, postmarked by January 31, a form and request for an Annual Financial report. It will be the obligation of each local and state chapter to submit a completed Annual Financial Report form to the National ASA, postmarked by March 31 of the same year, in the form requested by the National ASA.
- (d) It is the policy of the National ASA to encourage local chapters to raise funds to support chapter activities and to solicit gifts and contributions for this purpose. No portion of the Chapter's funds is due to the National ASA, except as noted in Section 5(c) below.

Section 5. *Dissolution of the Chapter*

- (a) In the event that membership of the Chapter falls below ten (10) members, the Chapter will be subject to loss of all rights of Chapter status as a subsidiary of the ASA. Upon notification by the ASA by means of certified mail to the President or Treasurer of the Chapter, that the Chapter membership has fallen below ten (10) members, the Chapter will have ninety (90) days to come into compliance. Failure to come into compliance within ninety (90) days will result automatically in the loss of Chapter status.
- (b) Failure to submit an annual financial report by March 31 each year will be grounds for loss of Chapter status. Upon notification by the ASA by means of certified mail to the President or Treasurer of the Chapter that the annual financial report has not been received, the Chapter will have ninety (90) days to submit the report. Failure to submit the report within ninety (90) days will result automatically in the loss of Chapter status.
- (c) If the Chapter's status is terminated for any reason, all assets of the Chapter must devolve to the National ASA within sixty (60) days of notification. Furthermore, the name of the Chapter, its affiliation with ASA and use of the ASA's logo are prohibited as of the termination date.

ARTICLE X – AMMENDMENTS

- Section 1. *Requirements* – A proposal to alter, amend, repeal or adopt bylaws of the Chapter may be made by the Board through a majority vote or one-fifth (1/5) of the Chapter members to the Board of Directors.
- Section 2. *Voting by Mail* – Any such proposal will be transmitted to the Secetary who will send written notice thereof to all members. These bylaws may be amended, revised or repealed by the approval of two-thirds (2/3) of those members responding by written ballot within thirty (30) days of the sending of the ballots. If more than one (1) article or section is to be voted, each must be voted separately.
- Section 3. No provision of these bylaws may be amended, repealed, or adopted where the effect of such action is inconsistent with the Chapter’s status as a nonprofit charitable organization under the laws of the state of Pennsylvania.