

**BYLAWS**  
**OF THE**  
**TIDEWATER CHAPTER OF THE AUTISM SOCIETY OF**  
**AMERICA**

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ARTICLE I – Purpose

The purposes of the Tidewater Chapter of the Autism Society of America are:

- (a) To promote and advocate for the general welfare of persons with autism;
- (b) To further the advancement of all improvement and preventable studies, 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.

ARTICLE II – Membership

- Section 1      Eligibility – Any person who subscribes to the purposes of the chapter and is a current national society member shall be eligible for membership.
- Section 2      Admission to Membership – Any eligible person may be admitted to chapter membership upon receipt of their application and payment of the current national dues. No local dues are required at the time.
- Section 3      Classes of Members – There shall be six (6) categories of members as follows:  
(a) Individual Member  
(b) Husband and Wife Members  
(c) Agency/Organization Member  
(d) Student Member  
(e) Contributing Member  
(f) International Member
- Section 4      Dues Payment - Annual dues shall be payable on the anniversary of initial payment each calendar year. The due date and method of collection of annual dues may be revised from time to time as determined by the Executive Committee.

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Section 5      Suspension of Member Privileges – Annual dues for a member of the Chapter shall be paid within forty-five (45) days from the annual due date. Failure to pay within the forty-five (45) days from the annual due date, will result in suspension of the membership.

Section 6      Revocation of Membership – For just cause, revocation of chapter membership shall be enacted by a majority vote of the Executive Committee. The Secretary, shall within two (2) days thereafter, serve upon such member written notice by registered mail of the proposed action and the reasons therefore. This action shall be effective thirty (30) days from the Board decision.

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 Executive Committee by two-thirds (2/3) vote.

The removed member shall have his or her full statement amended to the minutes of the Board meeting at which revocation was enacted, a copy of which shall be sent to the ASA National Office within thirty (30) days. A revoked member may be reinstated by two-thirds (2/3) vote of the Executive Committee after receipt of a written request from the revoked member which contains additional information.

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ARTICLE III – Meetings of Members

- Section 1      Annual Meeting – An Annual Meeting of the members shall be held at a location at the discretion of the Board and on a date between January 1<sup>st</sup> and March 31<sup>st</sup> inclusive to be timely designated each year by the Board so as to allow for notice required under Section 3 below. A purpose of the Annual Meeting shall be the announcement of the election results and identification and reaffirmation of the goals of the Chapter. The President shall make a report to the membership and a financial report shall be made available for inspection and discussion. Members shall call for items to be placed on the agenda by advising 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.
- Section 2      Special Meetings – Special Meetings of the members may be called by the President or by a majority of the Executive Committee and must be called by the President upon written request of one-fifth (1/5) of the members of the Chapter.
- 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 Chapter members. Such notice shall be given by the Secretary to all Chapter members. Such notice shall be provided to members not less than thirty (30) nor more than sixty (60) days prior to the Annual Meeting and not less than fourteen (14) days prior to Special Meetings.
- Section 4      Quorum – A quorum for the Annual Meeting shall consist of fifty (50) members or one-third (1/3) of all members of the chapter, whichever is less and present at such meeting.

For any Special Meeting, a quorum shall consist of one-quarter (1/4) of all members of the chapter, who must be present at such meeting.

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- Section 5      Voting
- (a) Each member is eligible to vote and shall be entitled to one vote. Husband and wife membership shall be counted as each having one vote and each shall be counted to make a quorum.
  - (b) Items may be placed on the annual 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 [sic] by a majority of the Executive Committee. Furthermore, 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.
  - (c) 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

- Section 6      Authority – Except where inconsistent with these bylaws or the laws of Virginia, Robert’s Rules of Order (latest revision) shall govern the conduct of the meetings of the Chapter’s members.

ARTICLE IV – Board

- Section 1      Composition – The shall be a Board which shall consist of an Executive Committee, including the Immediate Past President, and those other positions known as members. The precise number of positions on the Executive Committee to be elected at the next election following adoption of these bylaws shall be determined by the Board. All Executive Committee personnel shall be elected for a term of two years. The Board shall determine the number of Executive Committee personnel to be elected each year thereafter. No person may be elected to the Executive Committee for more than three (3) consecutive terms with the exception of an Executive Committee member presently serving at the time of the adoption of these bylaws by the membership in which case such a person may serve, if elected by the membership, for a total of four (4) consecutive terms.

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 Executive Committee for as long as that condition exists following his or her leaving the office of President.

If a vacancy on the Executive Committee remains, then term limits of an existing Executive Committee member can be increased at the majority approval of the other board members.

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- Section 2      Powers – The Board shall be the governing body of the Chapter. The Board shall have the lawful powers to carry out the purposes of and conduct the business of the Chapter. The Board shall have no power to amend the bylaws of the Chapter except at the direction of the members of the Chapter pursuant to Article XII (Amendments) of these bylaws.
- Section 3      Vacancy – In the event an elected Executive Committee person dies, resigns in writing, loses membership in the Chapter, becomes physically unable to carry out the duties of an Executive Committee member or is removed for cause, in accordance with the procedures for Executive Committee members in Article V, Section 6, the Board shall, within sixty (60) days, select by majority vote, a person to fill the vacant seat to server the remainder of the unexpired term.
- Section 4      Meetings – The Board shall hold minimum one business meeting every six months. The Chapter shall provide to the membership a minimum of four (4) non-business meetings. One combined meeting shall be the Annual Meeting. Other meetings may take place at a time and location as decided by the Board.
- Special Meetings – Special Meetings of the Board may be called by the President of the President’s own initiative and must be called at the written request of one-fifth (1/5) of the members of the Board stating the reason and purpose therefore. Such meetings may be held by telephone conference call.
- Section 5      Notice of Meetings – Written notice of every Board meeting shall be mailed to each Board member at least two (2) weeks prior to any meeting. An executive committee member may waive such notice. The Secretary shall prepare and distribute the minutes of all meetings.
- Section 6      Quorum – A quorum for the Board meetings shall be a minimum of 50% of the total Board members plus one member.
- Section 7      Voting – Except as otherwise provided by these bylaws, all actions of the Board shall be taken by majority vote of the Board present in person at any meeting at which there is a quorum as defined in Article IV, Section 6 and all such actions shall be deemed a valid corporate act, provided that a minority of the Board, in the absence of a quorum, may adjourn from time to time but may not transact any business.

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Section 8      Voting by Mail or Electronic Mail – Unanimous Written Consent - 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 Executive Committee by unanimous written consent shall have the same force and effect as a vote of a majority of a quorum at a meeting duly held.

ARTICLE V – Executive Committee

Section 1      Following the Annual Meeting announcement of the election results, the new Board shall meet at the Annual Meeting site for the purpose of electing, by majority vote from within the Executive Committee, the other board members as specified in these bylaws.

Section 2      The President of the Chapter shall be elected by a direct vote of the membership through the mechanism of the annual mail ballot as provided in Article VII, section 5 and shall serve a maximum of two (2) consecutive terms. The President shall preside at all meetings of the Chapter, the Board and Executive Committees. The President shall have the general responsibility for the activities of the Chapter and the powers and duties usually associated with the office of the President, and shall have such powers and perform such other duties as may be prescribed by these bylaws. The President shall be a member of all committees except the Nominating Committee and the Chairs of all special and standing committees. The President shall present a progress report of the year's activities at the Chapter's Annual Meeting. By November 1<sup>st</sup> 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 mail and/or by telephone.

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Section 3 Vice-President – The Vice-President shall assist the President in the performance of his/her duties and shall assume other duties as are assigned by the President and approved by the Board. The Vice-President shall have the responsibility for and the maintenance of the chapter bylaws. In the absence of the President, the Vice-President shall preside at the meetings of the Chapter, of the Board and of the Executive Committee. In the event that the President shall be unable to serve, the Vice-President shall succeed to the office of the President for the remainder of the President’s term.

Section 4 Secretary – The Secretary shall keep an accurate record of the proceedings of the Annual Meeting, all meetings of the Board, and of the Executive Committee. The Secretary shall be the custodian of all the books and records of the Chapter except those specifically assigned to others. An up-to-date membership list shall be maintained by the Secretary who shall send out notices of all meetings of the Chapter, of the Board and of the Executive Committee. If voting is done by mail or e-mail, the Secretary shall cause all ballots, approved by the Board, to be prepared, validated and counted. The Secretary, as may be requested by the President or the Board, shall conduct such correspondence.

Section 5 Treasurer – The Treasurer, under the supervision of the President, shall 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 shall be responsible for the financial records of the Chapter, shall chair the Business and Finance Committee and shall assist the President with the preparation of the annual budget and annual financial report.

Section 6 Vacancies – In the event an Executive Member dies, resigns in writing, loses membership in the Chapter, becomes physically unable to carry out the duties of the office, or is removed for cause, the Board shall, 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, shall be filled from among those presently serving as elected Executive Committee members.

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

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The Executive Committee member shall have the right to respond to such notice within twenty (20) days after the receipt of such notice. No removed Executive Committee member may succeed to any other office.

If this action removed the Executive Committee member from the Board, the Executive Committee member has the same rights as described in a revoked membership, Article II, Section 6.

**ARTICLE VI – Executive Committee**

- Section 1      Composition – The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer and all other Officers of the Chapter. The immediate Past President shall be a member of the Executive Committee.
- Section 2      Powers – The Executive Committee shall exercise all powers of the Board during the intervals between meetings of the Board. All decisions of the Executive Committee shall be promptly reported to the Board no later than at its next succeeding meeting and shall 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 IV, Section 8.
- Section 3      Meetings – Meetings of the Executive Committee may be called by the President on his own initiative and must be called at the request of three (3) members of the Committee. Notice of every meeting shall 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 to him or her. Meetings of the Executive Committee may take place by telephone conference call.
- Section 4      Quorum – Quorum for the Executive Committee is three-fourths (3/4) of its members. A majority votes of the members present or on the line for the telephone conference call shall be required for decisions or actions taken by the Committee.

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ARTICLE VII – Nominations and Elections

- Section 1        Nominating Committee – A Nominating Committee, chaired by an Executive Committee member appointed by the President plus two (2) members of the Chapter shall be appointed by September 15<sup>th</sup> of each year by the President with the advise and consent of the Board. No member of the Nominating Committee shall be a candidate for the Board in that year’s election. The President shall inform the Committee of the number of seats to be filled.
- Section 2        Notice – No less than sixty (60) days prior to the Annual Meeting, there shall be a call for nominations made in the Chapter’s publication if one exists or at a non-business meeting of the Chapter. 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 Executive Committee except as noted in Section 1 above. Any member currently serving on the Board or who may have served on the board during the preceding five (5) years is eligible to run for President 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 Executive Committee. A member shall become a candidate for President or other Executive Committee position by nomination of the Nominating Committee, or nomination by a member of the Chapter by mail in accordance with the procedural requirements prescribed by the Board and published in the Chapter newsletter, or at a meeting, along with a call for nominations. Meeting the requirements of nomination shall guarantee candidacy. All candidates shall be members in good standing with the Tidewater Chapter.
- Section 5        Elections – In accordance with procedures established by the Executive Committee, the Secretary shall cause to be prepared an official ballot together with information on the candidates as identified in Section 3 of this Article. The ballots and election materials shall be provided to all chapter members no later that thirty (30) days prior to the Annual Meeting. If election occurs by mail, all ballots to be counted for the election must be returned to the office of the Chapter and postmarked no later than ten (10) days prior to the Annual Meeting. The results of the direct mail election shall be announced at the Annual Meeting.

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ARTICLE VIII – Committees

Section 1      Ad Hoc Committees – The President, with approval from the Board, may from time to time appoint Ad Hoc committees whose duties shall be fully outlined and whose assignments shall in no way conflict with that of a standard committee.

ARTICLE IX – Panel of Professional Advisors

Section 1      The President with the advice and approval of the Board shall appoint an advisory board of professional consultants, and each appointee shall serve for a term of two (2) years. The Panel of Professional Advisors shall have administrative authority, and shall serve without compensation, except for reimbursement of costs incurred in carrying out specific assignments as approved by the President with the consent of the Board. The Board shall be responsible for the direction and utilization of the Professional Advisory Board.

ARTICLE X – Administration

Section 1      Appointment of Employees – The Board, bearing in mind the activities and the financial resources of the Society and whenever in its judgment such action is desirable in order to promote the achievement of the purposes of the Society as set forth in the Articles of Incorporation and these bylaws, may authorize appointment or employment of persons to carry out designated duties for the Society on a compensated basis.

Section 2      Compensation of Executive Committee – Executive Committee members shall not receive any salary or other compensation for their services in their capacities as Executive Committee members. Executive Committee personnel may receive compensation for services performed in a capacity other than that of an Executive Committee position, provided that the Board approves such compensation.

Section 3      Acts of the Chapter – No person shall act in the name of the Chapter except as authorized in these bylaws or by the Board or the President. No person shall, 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.

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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.

**ARTICLE XI – Local Chapter Operations**

Section 1      Policy – The Tidewater Chapter 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 as set forth in Section 501(c)3 of the internal Revenue Code or successor statute.

Section 2      Rights of the Tidewater Chapter – The purpose of the Chapter shall conform to the purpose of the National Society and the activities of the Chapter shall be consistent with these purposes.

- (a) The Tidewater Chapter may use the logo of the Society in its communications, correspondence, and publicity as a chapter of the Society.
- (b) The Tidewater Chapter may assess additional local membership dues.
- (c) Tidewater Chapter grievances shall be reviewed by the national.

Section 3      Obligations of the Tidewater Chapter to the National Society

- (a) The Tidewater Chapter shall operate as a subsidiary of the National Society and shall hold itself out to the public in its communications, correspondence and publicity as a chapter of the National Society.
- (b) The Tidewater Chapter shall maintain a minimum of ten (10) members in good standing with the National Society in order to maintain its status as a chapter of the National Society.
- (c) No person may be a member of the Tidewater Chapter who is not a member of the National Society.
- (d) The Tidewater Chapter shall have its own Executive Committee elected annually. A roster of the members of the Tidewater Chapter Executive Committee shall be sent to the National Society following its election.
- (e) The Tidewater Chapter shall keep its own list of members and compare it semiannually with the membership list provided by the National Society's National Office.
- (f) The Tidewater Chapter must adopt bylaws which are not to conflict with the bylaws of ASA and which are approved by the National Society.

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- (g) The Tidewater Chapter shall not provide a direct service to a person 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 Tidewater Chapter may not become a chartered chapter of another organization.

Section 4      Financial Relationship

- (a) The Tidewater Chapter shall maintain a local bank account with its own Employer Identification Number.
- (b) It shall be the obligation of the National Society to submit to the Tidewater Chapter annually, postmarked by January 31<sup>st</sup>, a form and request for an Annual Financial Report. It shall be the obligation of the Tidewater Chapter to submit a completed Annual Financial Report form to the National Society, postmarked by March 31<sup>st</sup> of the same year, the form requested by the National Society.
- (c) It is the policy of the National Society 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 are due to the National Society, except as noted in Section 5(c) below.

Section 5      Dissolution of a Local Chapter

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

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ARTICLE XII – Amendments

- 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 of one-fifth (1/5) of the Chapter members to the Executive Committee.
- Section 2        Voting by Mail – Any such proposal shall be transmitted to the Secretary who shall 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 mail ballot within thirty (30) days of the mailing of the ballots. If more than one [sic] 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 Society’s status as a nonprofit charitable organization under the laws of Virginia.

ARTICLE XIII – Dissolution

In the event of a dissolution of this Chapter by the surrender or forfeiture of the charter or otherwise, no distribution of assets is to be made to any Executive Committee personnel, board member, employee, or any person or individual. All property owned, managed, or operated by the Chapter is irrevocably dedicated to charitable purposes to achieve the purposes of the Chapter 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 the laws of the District of Columbia and organized and operated to promote the general welfare of people with autism, or to the National Society as outlined in Article XI.

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Amended by the Membership: Date: \_\_\_\_\_

Secretary: \_\_\_\_\_

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**Version Control History**

<b>Version</b>	<b>Date</b>	<b>Released?</b>	<b>Comments</b>
0.1	August 16, 2004	N	Initial document
1.0	March 15, 2005	Y	Approved document
1.1	January 23, 2007	N	<p>Modified multiple sections throughout these bylaws. Primary modification was to change the wording of "Directors" and/or "Officers" to "Executive Committee."</p> <p>Added a new Article IX (Panel of Professional Advisors) and section 1</p> <p>Renumbered previous Articles IX, X, XI, and XII to X, XI, XII and XIII, respectively as a result of adding in a new Article IX</p>
1.2	March 27, 2007	Y	Document passed membership vote for approval and is formally released (JAF)
1.3	March 22, 2009	Y	<p>Modified Article VII-Nominations &amp; Elections Section 3 Qualifications. Primary modification was to change the wording "Any member serving on the "Executive Committee" to any member serving on the Board"</p> <p>Secondary Modification was to change "who may have served as an elected member during the preceding five (5) years" to who may have serve on the board during the preceding (5) years"</p> <p>Modification approved by membership</p>