

BY-LAWS OF

AUTISM SUPPORT CENTRAL ILLINOIS, INC. (the "Corporation") (a Delaware Corporation not for profit and without capital stock)

Article 1. MEMBERSHIP

Section 1.1 Membership. Members shall consist of those members on the Board of Directors of Autism Support Central Illinois (ASCI) upon ratification and effective date of these revised by-laws, those Directors subsequently elected by a Majority vote of the Membership of the Board of Directors and the Advisory as discussed in Section 1.2.

Section 1.2 Advisory. The ASCI Advisory Board exists to assist the Board of Directors in carrying out the mission and operations of ASCI. Membership in the Advisory Board shall consist of those members duly elected by a majority of the membership of the Board of Directors at any meeting in which ASCI business is conducted. Advisory members shall have all rights and privileges of ASCI Board members with the exception of voting with ASCI Directors and Officers. This includes attendance at regularly scheduled ASCI meetings and committee participation as provided in Article 4. Members shall be voted upon in the same manner as the Board of Directors.

Section 1.3 Special Meetings. Special meetings of the membership for any purpose or purposes may be called by the Secretary of the Board of Directors upon request of the President of the Board of Directors.

Section 1.4 Action By Written Statement. Any action required by the Corporation to be taken at a meeting of the membership, or any action that may be taken at any meeting of the membership, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by a Majority of the Board of Directors.

Article 2. NOTICE

Section 2.1 Notice of Meeting. Written notice of all meetings shall be given stating the place, date, and hour of the meeting. Notice of an annual or regular meeting shall state that the meeting is called for the election of directors and/or executive board officers and for the transaction of other business that may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual or regular meeting) state the purpose or purposes. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Notice of any meeting may also include, or be accompanied by, any

additional statements, information, or documents prescribed by Law. Except as otherwise provided by law, a copy of the notice of any meeting shall be given, personally, by mail, or by electronic mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived by a majority vote of the membership of the Board of Directors, and directed to each member at his or her record address or at such electronic mail address that he or she may have on file with ASCI. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. Notice by electronic mail shall be deemed to be given when transmitted. If a meeting is adjourned to another time, not more than thirty (30) days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting. Attendance at any meeting shall nullify and defect in and constitute a waiver of notice to that meeting.

Section 2.2 Notice by Publication in Agenda. Regarding regularly scheduled Board meetings, notice within the agenda of a subsequent meeting as approved by the Board of Directors shall serve as sufficient notice of the next regularly scheduled meeting.

Article 3. BOARD OF DIRECTORS

Section 3.1 Powers and Obligations. Except as otherwise provided in the Certificate of Incorporation of the Corporation or these By-laws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3.2 Number and Qualifications. The Board of Directors shall consist of not fewer than seven (7) and not more than twenty (20) members.

Section 3.3 Election and Term of Office. Each director elected subsequent to the effective date of these bylaws shall be elected by a Majority of the Membership of the Board of Directors. Directors shall serve an indefinite term unless elected pursuant to Section 3.5, terminated pursuant to Section 3.13 or tender their resignation to the Board President.

Section 3.4 Vacancies. The Board of Directors shall have the power to fill vacancies among the officers and directors by a majority vote of the Board Membership. An Officer so elected shall serve the remainder of the former Officer's scheduled term subject to the provisions of Article 5.

Section 3.5 Visiting Member. The Board of Directors may approve one temporary Director for purposes of completing a specified project. Such directorship shall be approved by a Majority of the Membership and shall not exceed 12 months unless ratified as an indefinite member by the Board. Such member shall have all other rights and privileges of duly elected Board members.

Section 3.6 Place of Meetings. Annual and regular meetings of the Board of Directors shall be held at any place within or without the state that has been designated from time to time by resolution of the Board of Directors. In the absence of this designation, regular meetings shall be held in the same building in which the ASCI's office of operation is located. Special meetings of the Board of Directors may be held either at a place designated or at the principal office.

Section 3.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such date and place as the Board of Directors may fix by resolution or within the Agenda of a previous meeting; *provided, however*, that there shall be at least one (1) regular meeting every three (3) months unless waived by a Majority of the Membership.

Section 3.8 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any three (3) directors of this Corporation, provided such meeting shall contain a quorum of the Board of Directors.

Section 3.9 Attendance. Directors shall be required to attend all meetings of the Board of Directors. If a Director fails to attend three (3) consecutive board meetings, then it shall be the option of the Board to remove that Director.

Section 3.10 Quorum, Actions and Meeting Participation. A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business unless otherwise stated in these by-laws. If a vote expressly requires Majority of the Membership, this amount shall be equal to that required for a quorum as stated earlier in this section. If less than a quorum is present at a regular or annual meeting, any resulting actions shall be subject to the ratification of the Board of Directors at the next meeting in which a quorum is present. Each director shall be entitled to one (1) vote. A director may not vote by proxy, with the exception of elections for Officers as set forth in Section 5.1(a). Any director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting. Further restrictions may be imposed in the ASCI Policy/Procedure Manual.

Section 3.11 Actions by Electronic Mail. Any action by the Board of Directors, unless otherwise specified in these by-laws, may be taken by electronic mail without a meeting upon initiation by a majority vote of the Officers and subsequent ratification by a majority of the membership of the Board. If 1/2 of the Board of Directors signify objection to conducting such vote by email, the motion shall be postponed until the next scheduled Board of Directors meeting. Records of such votes shall be filed with the minutes of the proceedings of the Board.

Section 3.12 Written ballot. At the motion of 1/3 of the Board of Directors at a meeting, any vote may be required to be held by anonymous balloting. Any election or termination of Directors, Officers or Advisory members shall be conducted by written ballot. Further, any action requiring authorization of more than \$2,500.00 shall be conducted by written ballot and require a majority of the membership of the Board of Directors.

Section 3.13 Resignation and Removal. A director may resign at any time by delivering to the President of the Board of Directors a letter of resignation that sets forth the date of resignation. If a Director fails to attend three (3) consecutive board meetings, then it shall be the option of the Board to remove that Director. Removal of a Director, Officer or Advisory member for any cause requires a Majority vote of the Membership of the Board of Directors. An Officer may be removed but still remain as a Director, unless the vote expressly states termination of Directorship as well.

Section 3.14 Compensation. The Board of Directors shall receive no compensation for their services as directors, although directors may be full-time employees of this Corporation subject to these by-laws and the ASCI Policy/Procedure Manual.

Section 3.15 Conflicts of Interest. Directors shall not participate in any raffle, drawing or other fund raising activity at ASCI events unless such event contains bidding that is transparent to all (i.e. auction). Further, Directors shall be ineligible for any monetary or item grants conducted by ASCI. The Board of Directors may develop a broader conflicts of interest policy and take steps necessary to resolve any singular conflict of interest. Such policy and copies of each Directors signature shall be kept in the ASCI Policy/Procedure Manual.

Section 3.16 Employees. The Board of Directors may hire employees necessary to conduct the ongoing operations of ASCI. A Majority of the Membership vote is required to hire or terminate such employee. Other actions regarding terms of employment may be taken by simple majority of the Board. The Officers shall be responsible for the supervision and terms of employment, subject to a vote by the whole Board.

Article 4. COMMITTEES

Section 4.1 Board Committees. The Board of Directors may, by resolution passed by a majority vote of the Board, designate the establishment or dissolution of a committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted by law. The record of such committees shall be maintained in the ASCI Policy/Procedure Manual.

Section 4.2 Membership. A committee chair shall be a member of the Board of Directors and shall be appointed by the Board of Directors. Each such chair shall serve until he or she are no longer qualified to serve as chair, until he or she is removed or resigns as chair, or until his or her committee is terminated. The Board of Directors may remove at any time, with or without cause, a member or members of any committee. Advisory members are expressly permitted to participate in a committee, subject to the rules and restrictions imposed within Article 2.

Section 4.3 Meetings. Committees shall schedule regular meetings not less than one (1) time each year. Additional special meetings may be called by the President, the chair of the committee, or any two (2) committee members, as provided in Article 3.

Section 4.4 Quorum and Attendance. A majority of the members of a committee shall constitute a quorum and the concurrence of a majority of the members present shall be necessary to take any action. Each member of a committee, including the person presiding at the meetings, shall be entitled to one (1) vote. An absence may be excused by the timely request of the absent member and by formal action of the committee. A committee member may not vote by proxy.

Section 4.5 Minutes and Actions. All minutes and actions of a committee shall be duly recorded in the form of committee minutes for each meeting. Such minutes and actions shall be approved by the Board of Directors on or before its next meeting. Any committee member may participate in a meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Article 5. OFFICERS

Section 5.1(a) Election of Officers. The ASCI Board shall conduct elections at least every 12 months for the offices enumerated in this Article. Nominations shall be submitted in writing (email is sufficient) 21 days prior to the Board meeting at which elections shall be designated to take place. The Secretary shall compile a list of nominated candidates; the sitting executive Board shall contact nominees to verify their interest in serving as an Officer. The Secretary shall consult with another e-board member regarding the positions if the Secretary herself/himself is nominated for one or more positions. Only those Directors with 12 months experience on the ASCI Board of Directors may be nominated for election or serve as an Officer. E-mailed proxy voting is permitted for Election of Officers. Further election procedures may be delineated in the Policy/Procedure manual.

Section 5.1(b) Term Limits. ASCI Officers shall be limited to serving six consecutive elected terms in the same Officer position. These limits shall be retroactive to those serving in Officer positions as of January, 2018.

Section 5.2 Officers. The officers of the Corporation shall be a President who shall be the Chief Executive Officer, one Vice President, a Treasurer who shall be the Chief Financial Officer, a Secretary and an At-Large member. Officers may vote to authorize any expense under \$500 or action on an emergency basis as shall be reported to the Board of Directors as a whole. Such votes shall be passed by the vote in the affirmative of a majority of Officers then in office. The Officers shall oversee the terms of employment of any ASCI employee. Vacancies in any office delineated in this article shall be filled at the next regularly scheduled Board of Directors meeting. All Officers shall be made an authorized signer on ASCI bank accounts.

Section 5.3 Election of Officers. All officers shall be appointed by and serve at the pleasure of the Board of Directors, and each shall hold his or her office until he or she shall resign, shall be removed, or otherwise disqualified to serve, subject to the election provisions in Section 5.1.

Section 5.4 President and Chief Executive Officer. The President shall preside at the meetings of the Board of Directors. The President shall cause to be called regular and special meetings of the Board of Directors in accordance with these By-laws. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board, the President shall have general supervision of the business of the Corporation and shall have such other powers and duties usually vested in such an office. The responsibilities of the President shall include:

- Carrying out all policies and procedures established by the Board of Directors
- Development of a plan of organization of the personnel and others concerned with the operation of the Corporation;
- Ensures that an agenda is planned for each board meeting
- Chairs meetings according to accepted rules of order for the purposes of encouraging all members to participate in discussion while arriving at decisions in an orderly, timely and democratic manner;
- Proposes the creation of committees and appoints the chairpersons of committees, in consultation with other board members;
- Identifies problems and assist the Board and/or committee members to resolve them, and if necessary, to bring them to the attention of the Board of Directors;
- Work with the nominating committee and the executive director to recruit members and other talent for whatever volunteer assignments are needed with an eye to future succession;
- Ensure that structures and procedures are in place for effective recruitment, training, and evaluation of board members;
- Annually focus the board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management. Be assured that the board is satisfied it has fulfilled all of its responsibilities;
- Serve as an alternate spokesperson for the
- Preparation of an annual operating budget, capital expenditure budget and cash flow budget showing the expected receipts and expenditures of the Corporation and such other information as may be required by the Board of Directors, and submission of such budgets to the Board of Directors for approval;

- Maintenance of physical properties in a good state of repair and operating condition;
- Supervision of business affairs to ensure that funds are collected and expended to the best possible advantage and within the provision of the annual budgets;
- Presentations to the Board of Directors or to its authorized committees of periodic reports reflecting the professional service and financial activities of the Corporation as prescribed by corporate administrative policies, and preparation and submission of such special reports as may be required by the Board of Directors;
- Execution of the contracts authorized by the Board of Directors, or a Board committee, except as is otherwise provided by these By-laws and subject further to the limitations of authority delegated by the Board of Directors;
- Performance of other duties assigned by the Board of Directors in writing that may be necessary in the best interest of the Corporation;
- Designation of a qualified individual who shall be responsible to the President in matters of administration and shall represent him or her during his or her absence; and,
- Establishing goals and objectives to be reviewed and approved by the Board of Directors which shall include a long- range plan and an annual

Section 5.5 Vice-President. During the absence of the President or at the request of the President, the Vice-President may act in the place and the stead of the President. The Vice President shall have right of first refusal on acting as President on a temporary basis subject to the terms delineated in this section. If the Vice President accepts the duties of President, he/she shall assume the duties until the next scheduled election of Officers as stated in this section unless the Board shall call a special Officer election. The responsibilities of a Vice President shall include:

- Maintains knowledge of the organization and demonstrate personal commitment to its goals and object

Understand the responsibilities of the board chair and be able to perform these duties in the chairperson's absence;

- Carry out special assignments and serve on committees formed to address designated issues as requested by the Board President;
- May be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the vice chairperson may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of organization;
- Participate as a vital part of the Board leadership;

- Works closely with the Board President to develop and implement Officer transition plans;
- Perform other duties prescribed by the Board and/or the

Section 5.6. Secretary. The Secretary shall keep a record of the proceedings of the Corporation and shall perform the duties incident to the office of Secretary. The responsibilities of the Secretary shall include:

- Maintains knowledge of the organization and demonstrate a personal commitment to its goals and objectives;
- Manages minutes of board meetings, ensures that accurate minutes are distributed to members shortly after each meeting and ensures that minutes are approved at subsequent meetings. Meeting minutes should include at a minimum: date, time, location of meeting; list of those present and absent; list of items discussed; list of reports presented; text of motions presented and description of their disposition;
- Minutes shall have enough information to help absent directors understand what issues were discussed and what decisions were made. In certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and note any declared conflicts of interest;
- The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records. Provides proper notification regarding board/committee meetings as specified in the bylaws. Manages general correspondence of the board except when the role is assigned to others;
- Maintains records of the board and ensures effective management of organization's records. Maintains records for the purpose of the continuation and clarity of policies and practices; and accountability of directors.
- Ensures that the records of the organization are maintained as required and made available when required by authorized persons;
- These records may include founding documents, (e.g. articles of incorporation), lists of Directors, Board and Committee meeting minutes, financial reports, and other official records;
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings;
- Ensure that an up-to-date copy of the bylaws is available at all meetings;
- May be designated by the board of directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign documents on behalf of organization;
- The secretary may be the registered agent or the person to whom legal notice related to the organization is served. The Secretary would then be responsible for ensuring that documents necessary to maintain the corporation are filed;

- Perform other duties prescribed by the board and/or the President;

Section 5.7 Treasurer. The Treasurer shall be the Chief Financial Officer. The Treasurer shall supervise and cause to collect, receive and deposit in the name of the Corporation all monies due or belonging to it, including donations, and shall disburse

funds in accordance with the directions of the Board of Directors. He or she shall perform the duties incident to the office of Treasurer. At least periodically, a Director who is not an Officer shall review the books and records of the Treasurer as a check on their work. The responsibilities of the Treasurer shall include:

- Maintain knowledge of the organization and demonstrate a personal commitment to its goals and objectives;
- Serve as financial officer of the organization and ensure that accurate financial records are maintained for the organization;
- Work directly with the President, bookkeeper or other staff in developing and implementing financial procedures and systems;
- Ensures development and board review of the organizations financial policies;
- Assist in the preparation of the annual budget and presenting the budget to the board for approval;
- Ensure that appropriate financial reports are made available to the board and the public on a timely basis.
- Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health;
- Helps to develop and implement organizational fundraising plans;
- Directs or conducts a risk assessment pertinent to financial processes and procedures;
- Requests and reviews the annual financial statement and answers board members' questions about the
- Recommends to the board whether the organization should have an If so, selects and meets with the auditor in conjunction with the finance and/or audit committees;
- Assures that all procedures relevant to maintaining non-profit status and other licensures are in place;
- Oversees the deposit of money, drafts, and checks in the name of and to the credit of the organization in the banks and depositories designated by the board;

- Oversees the endorsement for deposit notes, checks, and drafts received by the organization as ordered by the board, making proper vouchers for the deposit;
- Oversees the disbursement of organizational funds and issue drafts in the name of ASCI as ordered by the board;
- Upon request, provides the chairperson and the Board of Directors as a whole with an account of transactions by the treasurer and of the financial condition of the organization;
- Reviews and approves all credit card statements;
- Back up signatory on bank accounts;
- Supervise any ASCI employees with respect to purchase authority designated to the employee. Such designation shall be delineated in the ASCI procedure manual.
- Perform other duties prescribed by the board and/or the

Section 5.8, At-large Executive Board Member. The Board shall elect an at-large Executive Board member. The duties of this Board member shall be delineated by memorandum within the ASCI Policy/Procedure manual. Such member may vote on subject matters left to Officers.

Article 6 INDEMNIFICATION

6.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate is or was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Corporation may make provision with respect to such indemnification of or advancement of expenses to officers and directors by agreement or by resolution of the Board of Directors. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that was in violation of the provisions of Section 3.15 above.

- In The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and membership of the Board of Directors for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees.

ARTICLE 7- POLICY/PROCEDURE MANUAL

Any power or responsibility not delineated within these by-laws may be incorporated into the ASCI Policy/Procedure Manual, including, but not limited to, those powers discussed within these by-laws. Changes to this manual shall only require a majority vote of Directors in attendance. Terms within these by-laws shall control over policies/procedures passed for the Manual.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Corporation shall be maintained and/or determined by the Board of Directors.

ARTICLE 9 AMENDMENT OF BY-LAWS

Where not prohibited as a matter of law, a by-law may be temporarily waived by a majority vote of the membership of the Board of Directors. Such temporary waiver shall not exceed 12 months, and may only be waived for one 12 month period.

These By-laws may only be amended or repealed and new by-laws adopted by a 3/4 Majority vote of the Membership of the Board of Directors.

I hereby certify that the foregoing By-laws are a true and correct copy of the By-laws of the Corporation as duly adopted by the ASCI Board of Directors as of March 4, 2019, to take effect on the effective date of April 1, 2019.

In witness whereof, I have hereunto set my hand this 4th day of March, 2019

Matthew Nixon, Secretary

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