



**BY-LAWS
OF
AUTISM SOCIETY OF AMERICA-Los Angeles (the “Corporation”)
(A Corporation not for profit and without capital stock)**

Article I: Purpose

The purpose of the Autism Society of America-Los Angeles hereafter referred to as “ASLA” is:

- a. to promote and advocate for the general welfare of individuals with autism spectrum disorder;
- b. to promote family and community support and inclusion for individuals with autism spectrum disorder;
- c. to help the community, including community service providers, develop a better awareness and understanding of the issues faced by individuals with autism spectrum disorder;
- d. to further the advancement of education, training, and vocational opportunities of individuals with autism spectrum disorder and foster the development of integrated care on their behalf;
- e. to serve as a clearing house for gathering and disseminating information regarding persons with autism spectrum disorder and act as a public information and referral service for autism spectrum disorders;
- f. to further the education and training of parents, family members and professional personnel working with, educating, and caring for individuals with autism spectrum disorder.

Article II: Membership

Section 2.1: Eligibility: Any individual who subscribes to the purposes of ASLA shall be eligible for membership. Members of ASLA do not automatically gain membership in the Autism Society of America and the Autism Society of California.

Section 2.2: Admission to Membership: All eligible persons may be admitted to membership upon payment of the current annual dues. They shall remain members at such time as their dues are paid and renewed annually.

Section 2.3: Class of Members: There shall be the following voting classes of members:

- a. Individual Member
- b. Family Member
- c. Self-Advocate Member
- d. VIP Member
- e. Bronze Organization Member
- f. Silver organization Member
- g. Gold Organization Member Gold Organization Member

Section 2.5: Suspension of Membership Privileges: Annual dues or other financial obligations of a member to ASLA shall be paid within forty-five (45) days from the date of notice thereof to the member. If they are not paid from the date of such notice, the member's rights to vote and to hold office or committee appointment shall be automatically suspended. These rights shall be automatically reinstated if the member pays the delinquent dues.

Section 2.6: Revocation of Membership: For just cause, the Board may revoke any membership. Before such revocation, the member in question shall be notified of the proposed revocation and the reasons for such proposed revocation.

Article III: Meeting of Members

Section 3.1: Annual Meeting: An annual meeting of the members may be held in a location at the discretion of the Board. As an alternative an electronic communication to members shall be conducted. The purpose of the communication shall be as follows:



1. Announcement of the election of officers of ASLA, to be conducted as a minimum every other year.
2. Solicitation for nominations for Board of Directors as is necessary to fill open directorships.
3. Identification and reaffirmation of the mission and goals of ASLA
4. Presentation of an annual report by the President
5. Dissemination of the annual financial statement by the Treasurer
6. Consideration of other such items of substantive importance to ASLA.

Section 3.2: Voting: Each voting class member shall be entitled to one vote, except each Family Membership shall have two votes to be cast by the members holding each Family Membership.

Article IV: Board of Directors

Section 4.1: Composition: The Board of Directors shall consist of not fewer than five (5) and not more than fifteen (15) members. No person may be a member of the Board who is not a member of ASLA.

Section 4.2: Election and Term of Office: The term of each officer of the board shall be for two (2) years. No person may be elected to a position for more than five (5) consecutive terms.

Section 4.3: Vacancies: The Board of Directors shall have the power to fill vacancies among the officers and directors by a majority vote of the directors then in office even though less than a quorum or by the sole remaining director. A successor director so elected shall serve until his or her term expires. In the event an elected Director dies, resigns in writing, loses membership in ASLA, becomes unable to carry out the duties of a Director or is removed for cause, the Board shall, within one hundred and twenty days (120) days, select by a majority vote a person to fill the vacant seat to serve the remainder of the unexpired term.

Section 4.4: Powers: The Board shall be the governing body of ASLA. The Board shall have all lawful powers necessary to carry out the purpose of, and to conduct the business of ASLA. The Board shall have power to amend the Articles of Incorporation and the by-laws.

Section 4.5: Regular Meetings: There shall be at least one (1) regular meeting every three (3) months. The Board may schedule such additional regular meetings during the year, as it deems necessary to conduct the business of ASLA. Such meetings shall be held at locations determined by the Board.

Section 4.6: Special Meetings: Special meetings of the Board may be called by the President or Vice-President

Regular meetings and special meetings may be held either in person or by conference telephone, provided that proper notice of the meeting is provided to each Director. Participation by such means shall constitute presence in person at a meeting. Minutes shall be kept of all meetings held by telephonic means in the same manner as for a meeting held in person.

Section 4.7: Notice of Board Meetings: Written, email, phone or in person notice of every meeting shall be given to each member of the Board at least five (5) days prior to the meeting, unless that board member waives such notice.

Section 4.8: Quorum and Actions: A majority of the members of the Board then in office shall constitute a quorum for the transaction of business.

Section 4.9: Voting: Except as otherwise provided in these bylaws, all actions of the Board shall be taken by majority vote of members present, in person or by roll call, voice voting when using telephonic means, for the conduct of any meeting provided that those persons present constitute a quorum as defined in Article IV, Section 4.8. All such actions of the Board shall be deemed a valid corporate act. Absent a quorum, the Board members present may conduct the business of ASLA except for those items which require formal board approval and these will be deferred until the next meeting.

Section 4.10: Attendance: Members of the Board of Directors are expected to attend every meeting. A board



member who cannot attend a meeting shall be responsible for notifying the President prior to the meeting. 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 4.11: Compensation: The board of Directors shall receive no compensation for their services as directors, and directors may not be employees of the Corporation. A board member can be requested to perform a duty directed by the Board, at which time the board member can be compensated as an independent contractor for services rendered.

Section 4.12: Conflicts of Interest: Upon election to the Board of Directors, each director shall sign a conflicts of interest policy verification and disclosure form stating that the director has read, understood and is in complete compliance with, and agrees to continue to comply with, the Board's conflicts of interest policy.

Article V: Officers

Section 5.1: Officers: The officers of the Corporation shall be President, one (1) or more Vice Presidents, a Secretary, and a Treasurer who shall be the chief financial officer, all of whom shall be elected for a term of two (2) years, or until their successors are elected and qualified. All officers of ASLA shall be elected by a direct vote of the membership through the mechanism as provided in Section 3.1.

Section 5.2: President: The President shall preside at all meetings of ASLA, the Board of Directors, and the Executive Committee. The President shall have the general responsibility for the activities of ASLA, and shall have such other powers and perform such other duties as may be prescribed by these bylaws or the Board. The President shall be a member of all committees excepting the Nominating Committee, and shall exercise general supervision over their work in order to assure the most effective operation of ASLA. The President shall appoint, with the advice and consent of the Board, the Nominating Committee and all other committees. The President shall present a progress report of the year's activities, and shall be responsible for the submission of all reports as required by the Board.

Section 5.3: Vice President(s): The Vice President shall assist the President in the performance of his/her duties and shall assume such other duties as are assigned by the President and approved by the Board. In the absence of the President, the Vice-President shall preside over all meetings of ASLA, the Board, and the Executive Committee. The Vice President shall, when the President is absent, assume the duties of the President.

Section 5.4: Secretary: The Secretary shall assist the President in the performance of his/her duties and shall assume such other duties as are assigned by the President and approved by the Board. The Secretary or his/her designee shall conduct such correspondence as may be requested by the President or the Board. The Secretary or his/her designee shall keep an accurate record of the proceedings of all meetings of ASLA, the Board, and the Executive Committee.

Section 5.5: Treasurer: The Treasurer shall be the chief financial officer and assist the President in the performance of his/her duties and shall assume such other duties as are assigned by the President and approved by the Board. The Treasurer shall oversee all revenues, deposits and receipts of ASLA. The Treasurer shall oversee the disbursement of funds by check as the board may authorize. The Treasurer shall oversee regular and accurate accounts of all funds, and shall oversee the collection of all dues. The Treasurer shall present the written report of ASLA's finances on an annual basis. The Treasurer shall sign all state and federal reports, tax returns and related documents on behalf of ASLA.

Section 5.6: Vacancies: A vacancy in any office may exist for the following reasons:

- a. Death
- b. Resignation in writing
- c. Loss of membership status
- d. Inability to perform the duties of office
- e. Removal from office for cause

The Board, by three-fourths (3/4) majority vote, may vote to vacate any 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 written notice of any such proposed action of the Board, with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Board. A vacancy in any office shall be filled for the unexpired term by the designation of the Board. The officer, within thirty (30) 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.

Article VI: Executive Committee

Section 6.1: Composition: The Executive Committee shall consist of the President, Vice President(s), Secretary and Treasurer.

Section 6.2: Powers: The Executive Committee shall exercise all the powers of the Board of Directors during the intervals between the meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next meeting and be subject to revision or alteration by the Board, provided no irrevocable rights of third parties be affected by such revision and alteration.

Section 6.3: Meetings: Meetings of the Executive Committee may be called by the President at his/her own initiative or at the request of any member of the Executive Committee.

Section 6.4: Quorum: A majority of the members of the Executive Committee then in office shall constitute a quorum for the transaction of business under the provisions of this article. A majority vote of the members present or on the line for a telephone conference call shall be required for decisions or actions by the Committee.

Article VII: Nominations and Elections

Section 7.1: Nominations: A Nominating Committee chaired by a Director appointed by the President plus two (2) members of the Society shall be appointed by the President, with the advice and approval of the Board.

Section 7.2: Notice: No less than ninety (90) days prior to the Election of Officers there shall be a call for nominations. Nominations from the membership will be made in accordance with procedures approved by the Board and published with the call for nominations.

Section 7.3: Qualifications: Any member of ASLA is eligible for a position on the Board except as noted in Section 7.1 above. Any member currently serving on the Board is eligible to run for President except as noted in Section 7.1 above.

Section 7.4: Candidates: A member shall become a candidate for President or Director by nomination of the Nominating Committee or nomination by a member of the Society in accordance with the procedural requirements prescribed by the Board along with the call for nominations. The Nominating Committee shall not endorse, favor, or distinguish candidates for any office.

Article VIII: Committees

Section 8.1: Board Committees: The Board of Directors may, by majority vote, designate one (1) or more committees, each committee to consist of two (2) or more persons; The Board shall determine the jurisdiction of each committee and the number of members thereof. The president, with the advice and approval of the Board, shall appoint the members of each committee. All board members will serve on at least one (1) committee. The Board of Directors may remove at any time, with or without cause, a member or members of any committee.

Section 8.2: Committee Chairperson: The President, with the advice of the Executive Committee, shall appoint the Chairperson of each committee who shall keep the President advised at all times on the activities of the committee and render such reports as the President may from time to time request.



Article IX: Indemnification

Section 9.1: 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 if the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's 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.

Section 9.2: Insurance: The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees, pursuant to Section 9.1 above.

Article X: Administration

Section 10.1: Appointment of Employees: The Board may, in order to promote achievement of the purposes of the Corporation as set forth in Article I, authorize employment of persons to carry out designated duties for ASLA on a compensated basis. The rate of compensation and the period of employment shall be determined by the Board. Such persons shall perform their duties under the direction and supervision of the Executive Committee.

Section 10.2: Acts of ASLA: No person shall act in the name of ASLA except as authorized in these bylaws or by the Board or by the President. No person shall, without approval of the President or Board, send any letter, notice or other such written communication in the name of ASLA to the members of ASLA.

Section 10.3: Fiscal Year: The fiscal year of the Corporation shall commence the first day of January and end the thirty first day of December.

Article XI: Amendments

Section 11.3: Nonprofit charitable organization: No provision of these bylaws or the Society's Articles of Incorporation 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 the State of California and applicable Federal laws.

ARTICLE XII: Dissolution

Section 12.1: Dissolution: Should circumstances arise necessitating the dissolution of the Corporation, a majority vote of the Board is required. In the event of dissolution of the Corporation, no distribution of assets is to be made to any director, officer, employee or other person.

All property owned, acquired, managed and operated is irrevocably dedicated to the charitable purposes to achieve the mission statement of the Corporation. Upon dissolution of the Corporation, such property shall not go to the benefit of any private person. Assets will be transferred to the Autism Society of California, Inc. or a local non-profit agency (a non-profit fund, foundation, agency or corporation, whose purpose, as specified in the Internal Revenue Service Code and the laws of the state of California, and is organized and operated to promote the general welfare of individuals with autism spectrum disorder) so that they will remain irrevocably dedicated to the charitable purposes of the Corporation.

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 incorporator of the Corporation as of November 14, 2016.

In witness whereof, I have hereunto set my hand this 14th day of November, 2016,



Andy Kopito

Andy Kopito, Acting Secretary