

**BY-LAWS OF AUTISM SOCIETY OF
NEBRASKA**

A Not for Profit Corporation Incorporated
Under the Laws of the United States and State
of Nebraska **as** a Chapter of the Autism
Society of America.

(Revised May, 1994)

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ARTICLE I - Purpose

The purposes of the Autism Society of Nebraska are:

- (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 throughout the State of Nebraska and the world;
- (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; and
- (F) to further the education and training of parents and professional personnel for training, educating, and caring for persons with autism.

ARTICLE II - Membership

- Section 1. Eligibility - Any person who subscribes to the purposes of the Autism Society of Nebraska shall be eligible for membership.
- Section 2. Admission to Membership - Any eligible person may be admitted to membership upon receipt of their application and payment of the current annual dues.
- Section 3. Classes of Members - There shall be six (6) categories of members as follows:
- (a) Individual Member
 - (b) Family Member
 - (c) Agency/Organization member
 - (d) Student Member
 - (e) Contributing Member
 - (f) International Member

The Board of Directors, by a three-fifths (3/5) vote, shall from time to time set the dues for each class of membership.

- 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 Board of Directors.
- Section 5. Suspension of Membership Privileges - Annual dues for a member of the Autism Society of Nebraska shall be paid within sixty (60) days from the annual due date. Failure to pay within sixty (60) days from the annual due date, will result in suspension of membership.
- Section 6. Revocation of Membership - For just cause, revocation of membership shall be enacted by a majority vote of the Board of Directors acting in executive session. 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 a written response to the Secretary within twenty-five (25) days after the receipt of the notice of the proposed removal. After consideration of the written response, a final determination will be made by the Board of Directors by a two-thirds (2/3) vote.

The removed member shall have the right to have his or her full statement appended to the minute of the meeting of the Board of Directors at which revocation was enacted. A revoked member may be reinstated by a two-thirds (2/3) vote of the Board of Directors after receipt of a written request from the revoked member which contains additional information.

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 on the second (2nd) Saturday in May or a date between March 1 and July 31 inclusive to be timely designated each year by the Board so as to allow for the 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 Society. The President shall make a report to the membership and a financial report shall be made available for inspection and discussion. Members may call for items to be placed on the agenda by advising the Society's

Office at a 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 member may be called by the President or by a majority the Directors and must be called by the President upon written request of two-thirds (2/3) of the members of the Society.

Section 3. Regular Meetings - A minimum of four (4) regular meetings will be called by the President on the President's own motion or the Board of Director for the purpose of carrying on the planned program of the Chapter.

Section 4. Notice of Meetings - Written notice of the purpose, time and place of the Annual and Special Meetings of the members shall be given by the Secretary to all members. Such notice shall provided to the members not less than two (2) weeks prior to the Annual Meeting and not less than ten (10) days prior to Special Meeting Notification of regular meetings may be given phone as well as in person or by mail.

Section 5. Quorum - A quorum for the Annual Meeting shall consist of twenty percent (20%) of all members the Autism Society of Nebraska, physically present at such a meeting.

For any Special Meeting a quorum shall consist one-fifth (1/5) of all members and who are physically present at such meeting.

Section 6. Voting - Each member having the right to vote shall be entitled to one (1) vote. Except as otherwise provided by law or by these By-laws, a majority of the votes cast by the members at a meeting duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly be before the meeting.

Voting shall be conducted either in person or by proxy. Any member may act as a proxy for any one or more of the other members. No proxy may be exercised by a person who is not a member of the Chapter. All powers of proxies shall be in writing, dated, and signed. A proxy may be either general or limited to specific propositions. No proxy shall be valid for more than forty (40) days from the date of its signing.

Section 7. Telephone Voting - In the event a matter requiring

immediate attention arises, which is required to be approved by the Board of Directors, the President is authorized and required to make or direct his or her designee to make telephone communication with each member of the Board Directors to obtain their vote on the emergency question. For approval to be granted, the vote must not be just a majority of the Board of Directors contacted, but a majority of the Board of Directors. If this event occurs, the matter to be placed on the agenda of the net regular scheduled meeting of the Board of Directors for discussion and ratification.

Section 8. Authority - Except where inconsistent with these By-laws or the laws of the State of Nebraska, Roberts Rules of Orders (latest revision) shall govern the conduct of the meetings of the Chapter.

ARTICLE IV – Officers

Section 1. Officers - The officers of the Chapter shall be President, a Vice President, a Secretary and Treasurer, all of whom shall be elected for a term of two (2) years, or until their successors are elected and qualified. No person not a member the Chapter may be an officer. No person may hold more than one of the foregoing offices at the same time.

Section 2. President - The President shall be the chief executive of the Chapter and shall preside at all meetings of the Society, the Board of Directors, and the Executive Committee. The President shall have the general responsibility for the activities of the Chapter and the powers and duties usually associated with the office of President and shall have such other powers and form such other duties as may be prescribed by the By-laws. The President shall be a member of all committees, except the Nominating Committee and exercise general supervision over their work in order to assure the most effective operation of the Chapter. The President shall, with the advice and the consent of the Board of Directors, appoint a Nominating committee, and with the advice and consent of the Executive Committee, appoint all other standing committees. The President shall present a progress report of the year's activities responsible for submission of the Chapter annual reports, the delinquency reports and any other reports to the Autism Society of America as required.

Section 3. Vice President - The Vice President shall assist the President in the performance of the President's duties

and shall assume such other duties as are assigned by the President and approved by the Board of Directors. In the absence of the President, the Vice President shall assume the duties of the President, and shall preside at meetings of the Chapter, of the Board of Directors, and of the Executive Committee. The Vice President shall conduct such correspondence as may be required of the Vice President by the President or by the Board of Directors.

Section 4. Treasurer - The Treasurer, under the supervision of the President, shall receive all revenue of the Chapter, shall oversee the receipt and deposit in the name of the Chapter in a bank approved by the Board of Directors, and shall issue the receipts of the Chapter. The Treasurer shall disburse funds by check on the order of the President or in such manner as the Board of Directors may authorize. The Treasurer shall keep regular and accurate accounts of all funds and shall at all times have the accounts open for the inspection of the President and the Executive Committee. The Treasurer shall supervise the collection all dues and keep an account of the dues and other sum; contributed by members and others. The Treasurer shall maintain an accurate roster of pale membership and keep the Secretary advised thereof. At the discretion of the Board of Directors the Treasurer shall be bonded in such sum as the Board may determine. The Treasurer shall report, in writing, at the annual meeting on the state of the Chapter's finances and shall submit such other financial reports at such times as the Board of Directors may require.

Section 5. Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Society, of the Board, and of the Executive Committee. The Secretary shall be the custodian of all the books and records of the Society, except those specifically assigned to others. An up-to-date membership list shall be maintained by the Secretary who shall, at the direction of the President, send out or delegate and supervise the sending out of the dues renewal notices, and notices of all meetings of the Society, of the Board and of the Executive Committee. The Secretary shall cause all ballots, approved by the Board, to be prepared, mailed, validated and counted in accordance with Article VII, Section 1.

Such correspondence as may be requested by the President or the Board shall be conducted by the Secretary.

Section 6. Vacancies - In the event an Officer dies, resigns in writing, loses membership in the Society, becomes unable to carry out the duties of t office, or is removed for cause, the Board shall, within sixty (60) days, by a majority vote name person to succeed him 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 Directors.

The Board may, by three-fourths (3/4) vote, vacate any office for cause or whenever the Board shall determine that the incumbent is unable to perform the duties of such office. The Officers 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 forty (40) 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 – Directors

Section 1. Composition - These shall be a Board of Directors which consist of the officers of the Chapter, the immediate past President, and at least four (4) elected directors. No person may be a director who is not a member of the Chapter. Director shall be elected for a term of two (2) years. The President, immediately upon completion of the term shall, as an immediate past President, Automatically become a member of the Board. The President shall serve in this capacity only during such time as the President is, in fact, the immediate past President.

The Board of Directors may from time to time designate one or more members of the Society as Honorary Director provided that the number of honorary Directors serving at any one time may not exceed three (3). Honorary Directors shall serve at the pleasure of the Board of Directors and may exercise all rights and shall have all duties to the Society as Director, except that Honorary Directors will not be considered directors for the purposes of Sections 3, 4, and 6 of this Article and may not vote pursuant to the Section 7 of this Article.

Section 2. Powers - The Board shall be the governing body of the Society. The Board shall have the lawful powers to

carry out the purposes of and to conduct the business of the Society. The Board shall have no power to amend the Articles of Incorporation or the By-laws of the Society except at the direction of the members of the Society pursuant to Article XIII (Amendments) of these By-laws.

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

Section 4. Meetings - Annual meetings: The Board shall meet at least annually, prior to and at the site of Annual Meeting and shall meet following the Annual Meeting in accordance with procedures for Office in Article V, Section 1.

Special Meetings: Special meetings of the Board may be called by the president on the President's own initiative and must be called at the written request of the on-fifth (1/5) of the members of the Board stating the reason and purpose therefore. Such meetings may be held by telephone conference call providing that all parties can hear each other.

Section 5. Notice of Meetings - Written notice of every meeting shall be mailed to each Director at least two (2) weeks prior to any meeting. A Director may waive such notice. The Secretary shall prepare and distribute minutes of all meetings.

Section 6. Quorum - A minimum of three (3) members of the Board of Directors present will constitute a quorum. Proxies may be exercised. Proxies must be in writing, received by the Secretary prior to the meeting, and must be restricted to specific agenda items.

Section 7. Voting - Except as otherwise provided by these By-laws, all actions of the Board shall be taken by majority vote of the Directors present in person or by proxy at any meeting at which there is a quorum as defined in Article V, Section 6, and all such actions shall be deemed a valid corporate act, provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.

ARTICLE VI – Executive Committee

- Section 1. Composition - The Executive Committee shall consist of the President, Vice President, and two (2) members of the Board of Directors of the Society.
- Section 2. Powers - The Executive Committee shall exercise all powers of the Board during the intervals between meetings of the Board. All proceedings of the Executive Committee shall be promptly report to the Board no later than at its next succeeding meeting and be subject to ratification, revision or alteration by the Board provided that no irrevocable rights of third parties shall be affected by such revision or alteration.
- Section 3. Meetings - Meetings of the Executive Committee may be called by the President on his own initiative or may be called at the request of two (2) members of the Committee. Notice of every meeting shall be given to each member of the Executive Committee at least seven (7) days prior to the meeting provided that any member may waive such notice to him. Meetings of the Executive Committee nay take place by telephone conference call provided all parties can hear each other.
- Section 4. Quorum – A majority of the members of the Executive Committee present in person or on the line for a telephone conference call under the provisions of this article shall constitute a quorum for any meeting. A majority vote of the members present or on the line for the telephone conference call shall be required for decisions or actions by the Committee.

ARTICLE VII – Nominations and Elections

- Section 1. Nominations - A Nominating Committee, composed of three (3) Chapter members, two (2) of whom shall be members of the Board of Directors, shall be appointed annually by the President with the advise and approval of a majority of the Board of the Directors at least sixty (60) days prior to the annual meetings. This Committee shall propose nominees for all offices and directorships which will be vacated at the next annual meeting. Written notice of the nominations proposed by the Nominating Committee shall be given by the Secretary, in person or by mail, to all members preferably with the notice of the annual meeting, but in any event, no later than twenty (20) days prior to the annual meeting. Nominations from the floor shall be permitted with respect to any office

to be voted on at the annual meeting provided the consent of the person nominated has been secured and communicated to the Secretary.

Elections - Election of officers and directors shall take place at the annual meeting of the Chapter except as otherwise provided in the By-laws. Voting shall be by open ballot except the voting may be by secret ballot if such procedure is approved by a majority vote at the annual meeting prior to voting on the election of officers and directors. A majority vote of the members present, in person or by proxy, shall be required to elect all officers and directors. In the event no candidate in an election receives a majority vote the balloting for such office or offices shall continue until one (1) candidate receives such majority. Officers and directors shall assume their offices at the conclusion of the annual meeting and shall serve until their successors are elected and have qualified.

ARTICLE VIII – Committees

Section 1. Standing Committees - Standing committees of the Chapter shall be membership and finance. The Board of Directors shall determine the jurisdiction of each standing committee and the number of members thereof. The members of each standing committee shall be appointed by the President with the advice and approval of the Board of Directors.

Section 2. Special Committees - The President may from time to time appoint special committees whose duties shall be fully outlined by the president and the assignment shall in no way conflict any of the standing committees.

Section 3. Committee Chairmen - The President shall designate the chairman of each committee who shall keep the President advised at all times on the activities of the committee and render such progress reports as the President may from time to time request.

ARTICLE IX – Panel of Professional Advisors

An advisory board of professional consultants shall be appointed by the President with the advice and approval of - the Board, 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.

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 By-laws, may authorize appointment or employment of persons to carry out designated duties for the Society on a compensated basis.

Section 2. Compensation of Officers and Directors - Officers and Directors shall not receive any salary or other compensation for their services in their capacities as Officers or Directors. A Director or Officer may receive compensation for services performed in a capacity other than that of a Director or Officer provided that such compensation is approved by the Board.

Section 3. Acts of the Society - No person shall act in the name of the Society except as authorized in these By-laws or by the Board of 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 Society to members of the Society or to any other person, including an association, government agency or public official regarding policy matters of the Society.

Section 4. Fiscal Year - The fiscal year of the Society 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 – Relationship to the Autism Society of America

Section 1. Policy - It is the policy of the Society to encourage the formation by its members of local chapters of the Society. Such local chapters shall have the rights and obligations provided in these By-laws.

Each local 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 statutes and conform its activities to those mandated by the Autism

Society of America.

ARTICLE XII – Dissolution

- Section 1. Membership - In the event that membership of the Autism Society of Nebraska falls below ten (10) members, the Autism Society of Nebraska will be subject to loss of all rights of a 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.
- Section 2. Financial Report - Failure to submit an annual financial report by March 31 each year will be grounds for loss of chapter status. Upon notification by the Autism Society of America by means of certified mail to the President or Treasure of the Autism Society of Nebraska that the annual financial report has not been received, the Autism Society of Nebraska 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.
- Section 3. Assets - If a chapter is not separately incorporated and its status is terminated for any reason, all assets of the former Autism Society of the Nebraska must devolve to the Autism Society of America within sixty (60) days of notification.

ARTICLE XIII – Amendments

- Section 1. Requirements - At each annual meeting or special meeting of the members of the Chapter at which at least one-fifth (1/5) of the member of the Chapter are present, in person or by proxy, the members may, by a two-thirds (2/3) majority vote of the members present at the meeting, alter, amend, or repeal these by-laws, adopt new By-laws, or direct the Board of Directors to cause any provision of the Articles of Incorporation to be altered, amended, repealed, or adopted; provided, however, that no provision of the By-laws or of the Articles of Incorporation may be amended, repealed or adopted where the effect of such action is inconsistent with the Chapter's status as a non-profit charitable corporation under the laws of the State of Nebraska. A proposal to alter, amend, repeal or adopt any By-laws or provision of

the Articles of Incorporation may be made by the Board of Directors through majority vote or by one-quarter (1/4) of the members jointly. Any such proposal should be transmitted to the Secretary who shall send written notice thereof to all members. No such proposal will be considered at any meeting unless at least thirty (30) days prior thereto, written notice of such proposal has been served in person or by mail upon all members of the Chapter.

Adopted this 21st day of May, 1994.

By: Gene Whitener

Its: Secretary