



Think Autism. Think Cure.

Bylaws

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NATIONAL AUTISM ASSOCIATION BYLAWS

ARTICLE I PURPOSE

Section 1: The purposes of the National Autism Association are:

- 1.1 To raise public and professional awareness of autism spectrum disorders.
- 1.2 to raise public and professional awareness of environmental toxins as causal factors in neurological damage that often results in an autism or related diagnosis.
- 1.3 to further the advancement of preventative studies, therapy, and research for individuals with autism.
- 1.4 to advocate on behalf of those who cannot fight for their own rights.
- 1.5 to encourage the formation of chapters.
- 1.6 to educate and empower those in the autism community to never give up in their search to help their loved ones reach their full potential.
- 1.7 to work in partnership with other organizations dedicated to breaking down the barriers currently standing against those with autism spectrum disorders.
- 1.8 to solicit and receive funds to accomplish the above purposes.

ARTICLE II OFFICES

Section 1 Principal Office: The principal office of the National Autism Association shall be located at 1330 W. Schatz Lane, Nixa, MO 65714 or such other location or locations as the Board of Directors may specify from time to time by resolution.

Section 2 Other Offices: Other offices may at any time be established at any other place or places specified by the Board of Directors.

ARTICLE III OFFICERS

Section 1 Eligibility: Only members of the Board of Directors are eligible to serve as officers of the corporation.

Section 2 Officers: The officers of the Corporation shall be a President, Executive Director, Vice-president, Secretary, and Treasurer, and shall serve in their respective capacities both with regard to their function as such and as members of the Board of Directors.

Section 3 Election and Term of Office: The officers of the Corporation shall be appointed by the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until the officer shall resign or shall have been removed in the manner provided in these Bylaws.

Section 4 Removal: Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby.

Section 5 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority of all the Board of Directors for the unexpired portion of the term. The officer so selected shall hold office until his or her successor is chosen and qualified.

Section 6 President and Executive Director: The Board of Directors shall appoint and determine the compensation of the President and Executive Officers of the Association. However, no officer or board member shall vote on their own compensation. The President and Executive Officer shall be a non-voting member of the Board of Directors, the Executive Committee and all other standing and special committees of the Association. The President and Executive Officer shall have overall responsibility for the activities of the Association and shall have the powers and duties customarily associated with the office of President and Executive Officer and shall carry out his or her duties consistent with policies established by the Board of Directors. He or she shall have authority to hire, supervise, and dismiss employees and agents of the Association. The President and Executive Officer shall have such other powers and responsibilities as may be prescribed by these bylaws and as may be directed by the Board of Directors.

Section 7 Vice-President: Powers and Duties. Performs the duties of the President in the absence or inability of the President to act and performs such other duties as may be assigned to him/her by the President or Board of Directors.

Section 8 Secretary: Powers and Duties. Maintains records of the proceedings of all business meetings and affairs of the Association and the Board of Directors. The Secretary of the Corporation shall act as Secretary of all the meetings, if the Secretary is present. If the Secretary is not present, the Chairperson or President, whichever is presiding at the meeting, shall appoint a Secretary of the meeting.

Section 9 Treasurer: Powers and Duties. Monitors the fiscal affairs of the Association and provides reports and interpretation to the membership and the Board of Directors.

Section 10 Delegation of Duties: Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

Section 11 Compensation: The salary and other compensation of the officers and other employees of the Corporation shall be fixed from time to time by resolution of or in the manner determined by the Board.

Section 12 Execution of Corporate Instruments:

1. Any officer or officers designated by the Board shall have the authority to execute specific corporate instruments or documents, or to sign the corporate name.
2. All checks and drafts on banks or other depositories of funds to the credit of the Corporation shall be signed by any officer or officers designated by the Board.

ARTICLE IV DIRECTORS

Section 1 General Powers: The property, affairs and business of the Corporation shall be managed by the Board of Directors. The Directors shall in all cases act as a board, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall vest in such Board, and the Directors may adopt such rules and regulations for the conduct of their meetings as they may deem proper.

Section 2 Number: The number of Directors of the Corporation shall be no greater than twenty (20), but in no event fewer than five (5).

Section 3 Qualification:

1. Individuals who support the purpose statement as outlined in Article 1.

2. Directors need not be residents of a particular state.
3. Directors must be members of the National Autism Association.

Section 4 Chairperson of the Board of Directors:

1. The Board of Directors by majority vote, may elect any one of its members as Chairperson. The Chairperson shall serve a two-year term. Their board member six-year tenure limit will stop while they are chairman and will pick back up at the end of their Chairmanship.
2. Names for Chairmanship will be submitted two weeks prior to the vote. If more than two names are nominated, the names will be whittled down to two by a vote made by a Nomination Committee to be formed at that time by the Government Relations, Research and Membership/Chapter Development Committee Members. Once two nominees are determined, the entire board will vote.
3. The chairman will preside at all meetings of the Board of Directors and shall have general supervision and direction of the business of the Corporation and its officers and agents.
4. He or she shall perform such special duties as may from time to time be delegated to him by the Board of Directors.
5. If the Chairperson is not present or there is none in office, the President shall preside at meetings. If neither the Chairperson of the Board of Directors nor the President is present, a Chairperson shall be elected by the meeting.
6. The Chairman will represent the beliefs and mission of NAA otherwise be subject to removal by a majority vote of the Board.

Section 5 Appointments by the Board: The Board, by majority vote, may appoint persons to serve in executive positions on behalf of the Corporation, and by such resolution, the board shall define the duties and powers incident to such positions.

Section 6 Quorum: A quorum for a meeting of the Board shall be 50% of the Board. Persons participating by telephone are counted as part of the quorum.

Section 7 Open Board Meetings: Board meetings shall be open to all members of the National Autism Association. Only Directors shall vote at Board meetings.

Section 8 Place of Meeting: Meetings of the Officers and Directors shall be held at the principal office of the Corporation or at any other place throughout the United States that the Board of Directors may from time to time select.

Section 9 Regular Meetings; Regular meetings of the Board of Directors shall be called at the discretion of the President or by a majority of the Directors.

Section 10 Special Meetings: Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon receipt of a written request for same signed by a majority of Directors.

Section 11 Notice of Meetings: Notice of meetings of the Board of Directors shall be given by the Secretary at least fourteen (14) days prior to the date of said meeting, unless this provision be waived by a majority of the Board. Any notice of a meeting of the Board of Directors shall state the purpose of that meeting.

Section 12 Resignation:

1. Voluntary resignations shall be submitted to the Secretary.
2. Any Director who ceases to be a member of the National Autism Association shall be deemed to have resigned effective the date that membership ceased.
3. Any Director who has missed two (2) consecutive meetings of the Board may, at the discretion of the Board, be deemed to have resigned effective at the end of the second meeting so missed.

Section 13 Election of Directors:

1. Calls for nominations shall be made by the Secretary at least three months prior to a membership meeting. Anyone nominated who wishes to run shall be placed on the ballot, provided they are members of the National Autism Association.
2. Nominees must have served (with approval by Board vote) on an NAA committee for a total of not less than 6 months before being nominated to serve on the Board of Directors.
3. A Nominating Committee of not less than two members, shall be appointed by the Board at least two months prior to a membership meeting. It shall be the duty of this Committee to find eligible members willing to run for the Board.

4. The Secretary shall mail a list containing the names of candidates submitted by the Nominating Committee to all voting members one month prior to a membership meeting. The list shall be accompanied by position statements submitted by the candidates, of a length and format prescribed by the Nominating Committee. The election shall be held at the membership meeting. Member groups may at their option submit their ballot by mail, to arrive at least one week before the election.
5. In the case of a contested election, the Board shall appoint an election committee consisting of not less than two members, not standing for election themselves. The Election Committee shall count the ballots and shall declare Board members those candidates receiving the most valid votes. The new Board members shall assume office upon election.
6. To fill an interim vacancy on the Board until the next regular election, requires a 2/3 vote of all members of the Board. The Board may choose at its discretion not to fill interim vacancies.
7. If no membership meeting can be held, the election shall be conducted by mail ballot.

Section 14 Removal of Directors: The Board of Directors may remove any director from membership on the Board of Directors for activity flagrantly contrary to the mission of the National Autism Association, the best interests of the Corporation or the purposes of the Corporation. A 3/4 majority of all directors shall be required to remove any director from membership on the Board of Directors.

Section 15 Public Representation:

1. No member of the board may put forward the name of NAA in a Congressional meeting or government official meeting- only the Executive Director, President or Chair have that authority.
2. No member of the board may speak in a public forum putting forward that they are from NAA unless this has been coordinated ahead of time and cleared through the Executive Director, President or Chair.
3. No member of the board may send correspondence putting forward NAA (in particular to a government official or publication) without the correspondence being cleared by the Executive Director, President or Chair prior to submission.

4. No member of the board may grant media interviews on behalf of NAA without first receiving permission from the Executive Director, President or Chair.

Section 16 Terms:

1. Board members as of November, 2005 are grandfathered as lifetime members of the board unless they submit their resignation or are removed by the board of directors. Lifetime members may ask to go off the board for a designated period of time for a break and then return at a later date.
2. Any board member coming on to the board after November 2005 will serve two, three-year terms then rotate off for one year. After the one-year break, board members can be re-nominated and voted onto the board to serve another set of two, three-year terms and so on.

Section 17 Honorary Board: Honorary Board: Board members that leave the board indefinitely and deserve this status will be nominated to the Honorary Board. Determined by Board vote.

ARTICLE V MEMBERSHIP

Section 1 Eligibility: The National Autism Association is not a member organization. Members of this association are non-voting members. Advantages of becoming a paid member of NAA include a membership packet, discounts at conferences and special events, a quarterly e-newsletter, and specials in our online store for members only. Membership in the Association is contingent on compliance with requirements as specified in these bylaws.

Section 2: Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, sex, or age. Any eligible individual may be admitted for membership upon receipt of their application and payment of the current annual dues.

Section 3 Levels of membership:

1. Individual Member - Annual Membership

2. Family Member - Annual Membership
3. International Member – Annual Membership
4. Free Membership

Section 4 Dues:

1. Annual membership dues in this Association are determined by the Board of Directors by two-thirds (2/3) vote of a quorum and subject to ratification by the membership.
2. Dues shall be paid according to established policy.
3. Delinquency: Any member whose dues are not received by the last working day (at Headquarters) of the member's renewal month is automatically terminated as a member, and all privileges of the Association are withdrawn.

Section 5 Associates: Sympathetic individuals and groups, who support the purpose statement in Article 1, may become Associates, who shall have no voting rights.

Section 6 Removal from Membership: The Board of Directors may remove an individual member or organization from membership for activity flagrantly contrary to the purpose statement in Article I of the National Autism Association, the best interests of the Corporation or the purposes of the Corporation. A 3/4 majority of all directors shall be required to remove any individual or group from membership. If terminated; a member may be allowed to rejoin by the Board of Directors after demonstrating eligibility for membership.

ARTICLE VI CHAPTERS

Section 1 Chapter Formation: Individuals may apply as a local chapter by submitting an application to the National Autism Association. If the individuals are not members of NAA, the application must be accompanied by the full amount of dues for those who are not already members. If the application is approved by the Chapter Director after meeting all requirements, a charter will be issued in the name of the new chapter, which name should reflect the geographical location of the chapter and that it is a chapter of the National Autism Association. If only one chapter exists in a State, it may take the name of

the State in its title until such time as a second chapter is formed within that state. At that time, each chapter's name should reflect the geographical location of the chapter.

*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 statute.

Section 2 Chapter Rights:

1. Each local chapter is a representative of the National Autism Association and shall conduct themselves appropriately through public relations and correspondence.
2. No chapter, unless it is separately incorporated, may provide a direct service to individuals with autism. If the members of a local unincorporated chapter are interested in providing a direct service, such service must be separately incorporated.

Section 3 Finances:

1. The National Autism Association encourages all chapters to raise funds to help with the overall purpose/mission statement including gifts and contributions.
2. Each local chapter may use the logo of the Association in its communications, correspondence and publicity as a chapter of the Association.
3. 10% of all monies raised through solicitation and fundraisers shall be submitted to the National Autism Association's main office within 90 days of the end of the previous fiscal year, unless other arrangements have been made with an Officer of NAA.

ARTICLE VII MEETING

Section 1 Annual Meeting: The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

ARTICLE VIII OFFICIAL PUBLICATION

The National Autism Association
1330 W. Schatz Lane, Nixa, MO 65714
www.nationalautism.org

Section 1 Publication: The official publication of the National Autism Association shall be named “NAA News & Views.”

ARTICLE IX GENERAL PROVISIONS

Section 1 Fiscal Year: The fiscal year of the Association will begin on the first day of January each year and end on the thirty first day of December of the same year.

Section 2 Amendments:

1. Proposed Bylaw amendments must be submitted by petition signed by the authorized representative of two organizational members of the National Autism Association, or by a majority of the Board of Directors. The Board of Directors shall schedule a vote on proposed amendments within three (3) months of receipt of said petition or action by the Board of Directors.
2. Only voting members may vote on proposed amendments to the Bylaws. The Bylaws shall be so amended only upon the affirmative vote of a majority of those responding.
3. Voting on Bylaw amendments shall be conducted by fax, email, or conference call for amendment purposes.

ARTICLE X ADVISORS

Section 1 Advisors: Directors may at their discretion appoint Advisors. Advisors are individuals who the Directors may consult for their expertise. Their name, title and organization may be included on the letterhead of the Corporation. Advisors do not have any powers with respect to the management of the Corporation. Advisors are referred to collectively as the Advisory Board.

Section 2 Qualifications: Advisors are leaders in the autism community who are supportive of individuals with autism spectrum disorders and the Corporation.

Section 3 Appointment and Term: The Advisors of the Corporation shall be appointed by the Directors. Each Advisor shall serve until the Advisory Board is dissolved, until the

Advisor shall resign or shall have been removed in the manner provided in these Bylaws, or until his or her death.

Section 4 Dissolution: The Directors may decide at any time to dissolve the Advisory Board. Advisors shall be notified in writing of the dissolution of the Advisory Board.

Section 5 Resignation: Voluntary resignations shall be submitted to one of the Directors.

Section 6 Removal: Any Advisor may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby. A Director shall notify the individual in writing of his or her removal from the Advisory Board.

ARTICLE XII DISSOLUTION

Section 1 Dissolution: In the event of the dissolution of this Association, no distribution of assets is to be made to any Director, Officer, employee, or any person or individual. All property owned, managed, or operated by the Association is irrevocably dedicated to charitable purposes to achieve the purposes of the Association as defined in the Articles of Incorporation and these bylaws. Upon the dissolution of this Association, 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 individuals with autism.

Amended and approved by the board of directors on February 11, 2006.