

BY-LAWS OF
AUTISM SPECTRUM SUPPORT GROUP OF SOUTHERN MARYLAND, INC.
ARTICLE I
CORPORATE NAME

The name of the corporation shall be Autism Spectrum Support Group of Southern Maryland, Inc. The Corporation shall be non-profit and shall issue no stock.

ARTICLE II
PURPOSE

The Autism Spectrum Support Group of Southern Maryland, Inc. (hereinafter designated as the Support Group), a non-profit formed in the State of Maryland, shall be organized and operated exclusively for charitable and educational purposes in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future tax code, and relevant regulations issued thereunder. The purpose of the Support Group is to provide support and information to families of people with autism spectrum disorders or social/pragmatic communication disorders (hereinafter referred to as ASD) in the Southern Maryland region, including:

1. To support families directly impacted by ASD.
2. To educate families and members of the community at large on issues related to ASD.
3. To raise public and professional awareness and acceptance of ASD.
4. To work in partnership with other organizations to inform and educate families and members of the community at large about issues related to ASD.
5. To advocate on behalf of people with ASD.
6. To solicit and receive funds to accomplish the above purposes.

The Support Group shall not substantially attempt to influence legislation, nor shall it carry on propaganda, nor shall it participate or intervene to any extent in any political campaign or on behalf of any political candidate.

ARTICLE III
CORPORATE OFFICE, FISCAL YEAR AND SEAL

Section 1 – Principal Office: The principal office of the Support Group shall be located at 22015 Clipper Drive, Great Mills, Maryland, 20634. The resident agent for the Support Group shall be Terri Griest, who resides at 22015 Clipper Drive, Great Mills, Maryland, 20634. The Support Group may also have from time to time other offices as the Support Group may require and the Board of Directors may designate.

Section 2 – Virtual Office: The Board shall establish and maintain a virtual office for document storage and archival by using *Dropbox*, *iCloud*, or similar cloud storage; all relevant account and administrative information for the virtual office shall be maintained as part of the governing documents.

Section 3– Fiscal Year: The fiscal year of the Support Group shall end on the last day of December of each year.

Section 4 – Seal: The Support Group shall not have a corporate seal.

ARTICLE IV
MEMBERSHIP

Section 1: Membership Criteria: Members of the Support Group shall have a connection to individuals with autism spectrum disorders or social/pragmatic communication disorders. Membership shall be of the following categories:

1. Family/Caregiver: Parents or caregivers of individuals with ASD, including foster parents and state- or court-appointed caregivers.
2. Individual: Individuals with ASD who are at least 14 years of age, including those who are self-diagnosed.
3. Educator: Teacher, paraeducator, or other individuals who works directly with individuals with ASD in an educational setting and who are employed by a public, non-private, private, or higher education system
4. Student: College/university students working toward a professional degree that will lead him or her to a career in educating or supporting individuals with ASD.
5. Professional: Individual or organization in private practice who provides services to individuals with ASD, their families and caregivers in a medical, therapeutic, office, non-profit, or in-home capacity.
6. Online: A member of any online community forum or listserv sponsored or provided by the Support Group, limited to families/caregivers or individuals in (1) and (2), above, who are 18 years of age or older.

Membership is otherwise unrestricted by consideration of nationality, race, religious belief, lifestyle, color, sex, age or disability. Applications for Membership shall be submitted to the President or the Vice-President of the Executive Committee. Any eligible individual may be admitted for Membership upon receipt of an application. Membership is valid so long as the individual remains in good standing. Membership in the Support Group is contingent on compliance with requirements as specified in these By-Laws.

Section 2 – Cost of Membership: None. From time to time, voluntary participation in family training or other events or voluntary purchase of goods for fundraising purposes may require a fee. Any future setting of Membership dues, including a schedule of payment and statement regarding refundability, shall be approved by the Board of Directors at an Annual Meeting and the By-Laws shall be amended as required.

Section 3 – Rights, Privileges and Obligations:

1. Voting for election of Directors to the Board, Amendments to the By-Laws, and for any other matter requiring a vote by the Membership shall be limited to individuals with ASD who are at least 18 years of age, and parents or caregivers of individuals with ASD.
2. Voting on matters of administration and policies of the Support Group are reserved to the Board of Directors and the Executive Committee. However, all Members may petition the Board of Directors or the Executive Committee regarding the same.
3. Members may attend any Meeting (unless in executive session).
4. Membership to certain private or “closed group” listservs, forums or other online communities established and maintained by the Support Group may be restricted at the time of Member application in order to ensure the privacy of persons participating in the listserv (e.g. parents and caregivers only, or teens with ASD only); application to such groups shall be sent to the President or his or her designee and shall be approved at the discretion of the President or the Executive Committee.

5. Other rights, privileges, and obligations for Members may be established at the discretion of the Board or the Executive Committee from time to time as the needs of the Membership may dictate.

Section 4 – Removal from Membership: The Executive Committee may remove an individual Member from Membership for activity flagrantly contrary to the purpose statement in Article II and the best interests of the Support Group. The Executive Committee shall warn the Member of its intent in advance of any decision regarding removal. A two-thirds majority of the Executive Committee shall be required to remove any individual from Membership.

Section 5 – Earnings and Assets: No part of the Support Group’s net earnings or assets may inure to the benefit of, or be distributable to, any Director, Officer, Member, Volunteer, Employee, or any individual person. No Director or Officer shall receive any financial compensation for acting in their capacity; however, they may be reimbursed for reasonable expenses. Directors, Officers or Members may be contracted for individual services (e.g. teach a workshop) so long as the contracted service is separate from any governing role as Director or administrative role as an Officer.

ARTICLE V

MEETINGS OF THE MEMBERS

Section 1 - Annual Meeting: An Annual Meeting of the Membership shall be held at a time and place to be determined by the Board of Directors. The Annual Meeting shall be held for the purpose of electing a Board of Directors in even years and conducting such other business each year as may come before the Membership, including the presentation of the Annual Report and any necessary amendments to the By-Laws. The Board of Directors and the Executive Committee shall be present. The first Annual Meeting shall be held in 2015 at an appropriate time after initial organization; thereafter, Annual Meetings shall be held in the month of June of every year. Annual Meetings shall be open to the public.

Section 2 - Special Meeting: Special Meetings of the Membership may be called by the President, the Board of Directors, or not less than one fourth of the Members having voting rights. Special Meetings shall be held at a date, place, and time designated by the President or the Board of Directors, as the case may be; any Special Meeting called for the purposes of conducting any business not completed at the Annual Meeting shall be held at least two (2) weeks after the Annual Meeting. Special Meetings shall be open to the public.

Section 3 – Support Meetings: Support Meetings of the Membership shall be held on the third Wednesday of the month for at least eight (8) months of the calendar year. Support Meetings shall be open to members, potential members, or by approval of a Director or Officer. Information of a sensitive nature discussed at Support Meetings shall be deemed confidential by all Meeting attendees. If a member of the community has a desire to make a presentation at a Support Meeting, he or she shall seek the approval of the President or the Board of Directors in advance.

Section 4 - Notice of Meetings: Notice stating the place and time of any Meeting of Members shall be posted by the Secretary at least two (2) weeks before the date of such Meeting. Notice may be made via listserv or forum postings, email, or in a newsletter; the Secretary shall make at least two attempts to notify Members if email is used. In such cases as required by Maryland law or by these same By-Laws, the Notice shall also include either an agenda for the meeting, or a statement of its purpose.

Section 5 – Conduct of Meetings and Establishing Quorum: The President, or any such person the President shall designate, shall conduct any Meeting of the Members and any other Meeting

as described in these By-Laws. Quorum at any Annual Meeting or Special Meeting of the Members of the Support Group shall be constituted by the Members present at the meeting; the Board of Directors may designate if and when Members may attend via remote two-way participation or attend by proxy as appropriate to the occasion in order to establish quorum. All Board, Executive Committee, or Member Meetings, except for the monthly Support Meetings, shall be governed by *Robert's Rules of Order Newly Revised, 11th Edition* or later, or *Robert's Rules of Order Newly Revised In Brief, Second Edition* or later; consensus decision-making may be used as appropriate.

Section 6 – Voting by Members:

1. For any action requiring a vote, including election of the Board of Directors, a Meeting of the Members shall be called. Each Member of the Support Group who is entitled to vote, and who is present in an established quorum or who is represented by an appropriate proxy whereby another Member shall vote on his or her behalf, shall cast one vote. Unless stated in advance, outcomes of votes shall be established by a simple majority of voting Members.
2. For any action requiring a vote where the Board of Directors has designated that voting by proxy may commence, a Member can designate another Member to act as his or her proxy. The proxy form shall include the purpose of the proxy, and shall include the Member's signature; authorization may be sent electronically in a format established by the Board in advance.
3. For any action amending or rescinding a standing action previously voted upon or adopted by the Board of Directors, a two thirds majority of voting Members shall be required.
4. Voting for Directors or any other action put before the Membership shall be conducted by voice vote, paper ballot, or electronic ballot (including via email, phone text message or online survey) as appropriate. The Board of Directors or Executive Committee shall determine whether voting may take place by absentee ballot.
5. If absentee ballots are decided upon, voting shall commence no earlier than seven (7) days before any Meeting at which voting shall be conducted, and shall conclude no more than ten (10) days after. Mailed or faxed ballots shall be postmarked by Members no later than seven (7) days after the Meeting. Ballots sent via email by Members shall be marked no later than ten (10) days after the Meeting, and shall be verified by the Secretary or his/her designee as having been sent by the Member.
6. Instructions for voting by the Members shall be published in advance at least two (2) weeks before such a vote commences. Ballots shall be counted immediately after the vote concludes and the results shall be announced publicly. In the event of a tie, a runoff election shall commence at an appropriate time and manner or at a Special Meeting called for that purpose.

Section 7 – Room for Future Growth: At the discretion of the Board of Directors, appropriate subgroups or subchapters may be created out of the Support Group Membership in order to address particular educational, social, therapeutic, or other needs of the Members and their families, such as a "Calvert County Support Group" or a "Teens and Adults with ASD Support Group." Amendment proposals to the By-Laws governing such subgroups or subchapters shall be drafted by the Board of Directors, or by a committee directed to do so, and offered for

approval by the Membership at large at an appropriate Annual Meeting, including instructions regarding dissolution if such subgroup or subchapter is no longer necessary.

ARTICLE VI
BOARD OF DIRECTORS

Section 1 – General Powers: The property, affairs and business of the Support Group 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 Maryland or federal law, the Articles of Incorporation or these By-Laws, all of the corporate powers of the Support Group shall be exercised by or under the authority of such a Board, and the Directors may adopt such rules and regulations for the management of the Support Group and conduct of their meetings as they may deem proper.

Section 2 – Number, Type, and Length of Term: The number of Directors serving on the Board shall be no greater than twenty (20), but in no event fewer than five (5). Any change in the number of Directors shall be established and filled for succeeding Boards in conjunction with the next election, and shall not be changed or filled retroactively. At least five (5) Directors shall be elected from the Members of the Support Group and shall have full voting privileges. Additionally, Directors may be appointed to serve on an Advisory Panel as described in Section 6; such Advisory Directors shall not have voting privileges on the Board. Elected Directors shall serve for a term of two years, beginning July 1 of the even year.

Section 3 – Qualification:

1. Directors shall support the purpose statement as outlined in Article II.
2. Directors shall live in or have a professional or historical connection with the Southern Maryland region (Calvert, Charles, and/or St. Mary's Counties).
3. Elected Directors should have a connection to the autism community; that is, each Director shall be either (i) a person with an ASD, or (ii) a family member or caregiver of a person with an ASD. Elected Directors shall be Members of the Support Group.
4. Directors appointed to an Advisory Panel shall meet Qualifications 1 and 2 of this Section, and Section 6, below.

Section 4 – Election of Directors:

1. After initial organization of the Support Group, during which a temporary appointed Board shall serve, elections shall be held for Directors who wish to serve on the Board of Directors. Such elections shall be undertaken biennially at the Annual Meeting beginning June 2016.
2. All Directors, except for those appointed to the Advisory Panel, shall be nominated and elected by the Members of the Support Group to a term length of two years. Each Director shall hold office until his or her successor shall have been duly elected, or until resignation, death, or removal in the manner provided in these By-Laws.
3. Calls for nominations to serve as Directors on the Board shall be made by the Secretary at least fourteen (14) days prior to a vote. If desired, the current Board may advertise for and recruit individuals for nomination; additionally, an individual may self-nominate. Anyone nominated or recruited who wishes to serve shall be placed on the ballot. The number of positions available on the ballot for Board of Directors shall be determined by the outgoing Board prior to the election.

4. If there are the same or fewer nominations than the number of Board positions available, Members may approve the entire slate of nominations to the Board by voice vote. If there are more nominations than the number of Board positions available, Directors shall be elected with a simple majority by voting Members. If there is a tie, a runoff vote will be conducted at an appropriate time.

Section 5 – Chairperson of the Board of Directors:

1. As described in Article VII, the Board of Directors shall, out of its own body, appoint or elect by majority vote, a Director to serve as President of the Executive Committee. The President of the Executive Committee shall serve as Chairperson of the Board.
2. The Chairperson will preside at all meetings of the Board of Directors. The Chairperson shall perform such other duties as may be prescribed by action of the Board of Directors. The Chairperson shall appoint Committee Chairs for Committees established by the Board in accordance with these By-Laws.
3. If the Chairperson is not present, then a Chairperson *pro tempore* shall be designated by the President or the Directors in quorum for purposes of conducting the meeting.
4. The Chairperson shall prepare an Annual Report for the Board detailing the proceedings, achievements, and financial status of the Support Group in the prior year, as well as future goals and objectives. The Chairperson shall be assisted in this task by such Directors of the Board and Executive Committee as shall be appropriate. A copy of the Annual Report shall be kept on file at the principal office.

Section 6 – Advisory Panel to the Board: The Board may appoint, from its own body, the Membership, or the community at large, an Advisory Panel of such persons as desired to advise and counsel the Board and the Executive Committee in pertinent educational, medical, social, legal, vocational, technological and other matters as necessary for the benefit of the Support Group. The Directors shall appoint persons to the Advisory Panel as needed, and such appointees shall serve for such a length of term as necessary.

Section 7 – Execution of Corporate Instruments and Recordkeeping:

1. Any Officer or Officers designated by the Board shall have the authority to enter into contracts or execute and deliver specific instruments or documents in the name of the Support Group, or to sign on behalf of the Support Group name.
2. All checks and drafts or orders for payment of monies, notes, or evidence of indebtedness on bank and credit accounts to the debit of, or depositories of funds to the credit of, and name of, the Support Group shall be signed by the Officers designated by the Board.
3. Directors of the Board may, on behalf of the Support Group, accept gifts, bequests, donations or devises for any purpose of the Support Group.
4. If requested by the Board, or required by Maryland or federal law and in these By-Laws, any Officer entrusted with handling of funds, including from grants, or valuable property of the Support Group shall furnish, at the expense of the Support Group, a fidelity bond approved by the Board of Directors.
5. When entering into a contract for services, the Board may, at its discretion, require the contractor to carry fidelity bond coverage.

6. The Board of Directors shall cause the records and accounts and all relevant books of the Support Group to undergo a compilation, a financial review, or an audit on a periodic basis with an independent accountant qualified to do so.
7. All financial records and accounts shall be maintained by the Treasurer, and all governing documents, including Articles of Incorporation and By-Laws, and minutes shall be maintained by the Secretary, as described in Article VII. A complete copy of all records and documentation shall be kept at the principal office of the Support Group, and shall be made available for inspection by any Member or his or her agent or attorney, during normal business hours or by appointment and without requirement or cause of notice for such inspection; reasonable copying and postage fees may be charged.

Section 8 – Conflict of Interest: In the event that any Director has a conflict of interest that might properly limit his or her fair and impartial judgment and participation regarding the Support Group, then he or she shall inform the Board as to the circumstances of the conflict. Conflict of interest may include, but shall not be limited to, participation in deliberations and decisions where his or her participation constitutes a direct personal, political or financial interest, or where his or her participation would require him or her to choose allegiance or act in a manner contrary to or competing with the Support Group, or where his or her participation would affect decisions impacting the privacy and protection of the Members and member families, The Board may request any appropriate non-confidential information the Director may be able to offer which might inform its decisions. The Board shall make any final determination regarding conflict of interest, and the Director may be asked by the Board to recuse from deliberations and decisions and voting on the same. Minutes of the Board Meeting shall reflect the disclosure of any conflict of interest and the recusal of the Director in question.

Section 9 – Resignation:

1. Directors who wish to resign from the Board, or Officers who wish to resign from the Executive Committee, shall submit a resignation with two (2) weeks' notice to the Secretary. Officers' resignations shall state clearly whether they wish to retain a seat on the Board, or wish to resign from the Board as well.
2. Any Director who has failed to participate in the activities of the Board, including but not limited to missing two (2) consecutive meetings of the Board may, at the discretion of the Board, be deemed to have resigned.
3. Any Officer who has failed to participate in the activities of the Executive Committee, including but not limited to missing (2) consecutive meetings of the Executive Committee may, at the discretion of the Board, be deemed to have resigned.

Section 10 – Removal: The Board of Directors may remove any Director from Membership on the Board of Directors, or any Officer from Membership on the Executive Committee, with or without cause with an affirmative vote of a two-thirds majority, at any Board Meeting for which quorum has been established, whenever, in the judgment of the Board, there is activity flagrantly contrary to the purpose and best interests of the Support Group.

Section 11 – Vacancies of the Board: If a vacancy occurs on the Board because of death, resignation, removal, disqualification or other circumstance, the Board at its discretion may appoint a Member of the Support Group, or an individual from the community at large as appropriate, to temporarily serve on the Board to complete the unexpired portion of the term. Such appointment shall require an approval of a simple majority of the Board. Any appointee shall otherwise meet the qualifications of Section 3 as stated.

Section 12 – Vacancies of the Executive Committee: If a vacancy occurs on the Executive Committee because of death, resignation, removal, disqualification or other circumstance, the Board at its discretion may appoint another Director to temporarily serve on the Executive Committee until the next scheduled Board Meeting. At that next Meeting, the Board shall appoint or elect Officers out of its own body to complete the unexpired portion of the term. Such appointment shall require an approval of a simple majority of the Board. Any appointee shall otherwise meet the qualifications of Section 3 as stated.

ARTICLE VII

OFFICERS AND COMMITTEES

Section 1 – Executive Committee: The Board shall, out of its own body, appoint or elect by majority vote, Directors to serve as Officers on an Executive Committee. The Officers of the Executive Committee shall have such powers, duties, and responsibilities as the Board of Directors shall determine and define to aid in routine or day-to-day operations of the Support Group. The Executive Committee shall exercise all powers of the Board, including emergency powers, fundraising, grant preparation, annual budget development and other financial decisions, entering into, modifying, or terminating leases and contracts, and matters related to litigation or settlement or extinguishment of any claim, except as otherwise provided by Maryland or federal law and by these By-Laws, or by resolution of the Board, for any interval of time for which the Board is not in session. The Executive Committee shall be Members in good standing on the Board of Directors, and only Directors are eligible to serve as Officers of the Executive Committee.

Section 2 – Officers: The Officers of the Executive Committee shall be a President, Vice-President, Secretary, Treasurer, and, at the discretion of the Board, up to two (2) At-Large Members and/or other such Officers as required. Nothing in these By-Laws shall preclude one person from holding two Executive Committee positions simultaneously; however, no Officer shall serve as both President and Vice-President. Should one person hold two positions, she or he is entitled to only one vote in deliberations and decisions of the Executive Committee.

Section 3 – Appointment or Election and Term of Office:

1. After initial organization of the Support Group, during which a temporary appointed Executive Committee shall serve, appointments shall be made or elections shall be held for Directors to serve as Officers of the Executive Committee. Such appointments or elections shall be undertaken biennially at the first Board Meeting held just after the Annual Meeting beginning in July 2016.
2. Officers of the Executive Committee shall be nominated and appointed or elected by majority vote by Directors to serve for a term length of two years. Each Officer shall hold office until his or her successor shall have been duly elected, or until resignation, death, or removal in the manner provided in these By-Laws.
3. Calls for nominations for Directors to serve as Officers shall be made by the outgoing Secretary no earlier than seven(7) days prior to an appointment or vote. Anyone nominated who wishes to serve shall be placed on the ballot or considered for appointment. The positions available on the Executive Committee shall be determined by the incoming Board prior to the election.

Section 4 – President: The President shall be a voting member of the Executive Committee and shall act as Chairperson of the Board. The President shall have overall responsibility for the routine activities of the Support Group, its Directors, Officers and agents; and shall have the powers and duties customarily associated with the office of President.

1. The President shall carry out his or her duties consistent with policies established by the Board and Executive Committee and as prescribed by Maryland or federal law and in these By-Laws as appropriate. He or she shall perform such special duties as may from time to time be delegated to him or her, including serving on or oversight of all Standing and Special Committees, and informing the public and Members via social media (e.g. *Facebook, Twitter*).
2. The President shall be the chief representative of the Support Group to the community at large. He or she shall represent the Membership of the Support Group at any function (government, public or private) as appropriate, or shall designate another Officer, Director, or Member to do so as warranted. The President shall preside at all Meetings and shall prepare an agenda for each Meeting. At Board Meetings, the President shall act as the Chairperson of the Board. If the President is not present at a Meeting, the Vice-President shall preside; if he or she is not available to do so, a President *pro tempore* shall be designated by the Board or Officers in quorum for the purposes of conducting the Meeting.

Section 5– Vice-President: The Vice-President shall be a voting member of the Executive Committee. The Vice-President shall perform the duties of the President in the absence or inability of the President to act, or shall direct other Officers to do the same. He or she shall perform such other duties as may be assigned to him or her by the President or the Executive Committee, including processing and maintenance of Membership applications, and the oversight, administration, and outreach goals of the Support Group website and other public and private media including newsletters and forum or listserv moderation. The Vice-President may request the service of other Officers, Directors, or Members, or may contract with persons in the community at large, to support him or her in the conduct of routine maintenance of the forum or listserv, website and media, with the approval of the Executive Committee.

Section 6 – Secretary: The Secretary shall be a voting member of the Executive Committee. The Secretary shall prepare, maintain, and distribute as necessary complete and correct records and documentation of the Support Group, including but not limited to, the minutes of proceedings of all business meetings of the Support Group, the Board of Directors, Executive Committee, and any Standing or Special Committees, notice and agendas of meetings, records of actions and all matters adopted by the Board, additional communications as directed, and current and archival copies of the Articles of Incorporation, By-Laws, Membership records, and other governing or significant documents. The Secretary shall act as Secretary of all Meetings. If the Secretary is not present, the Board or Executive Committee shall appoint a Secretary *pro tempore* to provide minutes of the Meeting. The Secretary shall provide notice of meetings and make other announcements as necessary, including via social media, as directed by the President. The Secretary shall record the votes cast and motions approved in any Meeting. The Secretary may request other Officers, Directors or Members to support him or her in the conduct of routine administrative affairs, such as the maintenance or archival of files, transcribing of minutes and the like.

Section 7— Treasurer: The Treasurer shall be a voting member of the Executive Committee. The Treasurer shall monitor the fiscal affairs of the Support Group, shall oversee development of financial policy, and shall keep, maintain, and review records of revenue and expenditures by the Board, Executive Committee, and other Standing and Special Committees, records of all gifts and donations given and received, and records of all financial records and accounts. He or she shall properly receive or give receipts for monies due and payable to the Support Group, and shall provide regular reports and interpretation to the Membership, the Board, and the Executive Committee on at least an annual basis. The Treasurer may request other Officers,

Directors, or Members, or may contract with persons in the community at large, to support him or her in the conduct of routine fiscal affairs, such as in the preparation of taxes and audits, with the approval of the Executive Committee.

Section 8 – At-Large Members: At-Large Members shall be voting Members of the Executive Committee. At-Large Members shall perform such duties as may be assigned to them by the President or Executive Committee.

Section 9 – Additional Responsibilities: At least one Officer of the Executive Committee, or any such Director or Member as the President may designate, shall attend the monthly Support Meeting for Members. A brief verbal report on meeting attendance and general topics discussed shall be provided to the President soon after. At least one Officer of the Executive Committee, or any such Director as the President may designate, shall oversee the legal concerns and correspondence of the Support Group.

Section 10 – Delegation of Duties: The Board may delegate the powers and duties of an Officer to any other Officer or Director for a length of time as described whenever an Officer is absent, or the position of an Officer is vacant, or whenever for any reason the Board of Directors desire, as described in these By-Laws or as appropriate.

Section 11 – Standing and Special Committees: The Board or the Executive Committee shall have the authority and may, from time to time, create Standing and/or Special Committees comprised of Directors, Officers, Members, or individuals from other agencies or the community at large for purposes deemed necessary by the Board or Executive Committee and to address particular concerns, including holding joint conferences and workshops, website maintenance and redesign, school transportation, and the like. Committee Members shall serve for one year or for such a length of term as necessary until successors are appointed or the Committee is dissolved. Unless otherwise provided in these By-Laws, or as directed by the Board or Executive Committee, each Committee may set its own meeting schedule and designate its own Chair and Officers to call and conduct meetings, prepare minutes, conduct research, make decisions and act accordingly, and maintain records appropriate to the goals and objectives of the Committee. Each Committee shall report its findings and actions back to the Executive Committee at least once every three months.

ARTICLE VIII

MEETINGS OF THE BOARD AND COMMITTEES

Section 1 – Organization Meeting: A majority of Members, or one third of the initial Directors, shall call an Organization Meeting for purposes of reviewing and adopting the By-Laws and other such business as necessary for initial organization. The Organization Meeting shall commence at a time and place to be determined; however, it shall be held no later than June 1, 2015. A Secretary *pro tempore* shall keep minutes of the Organization Meeting, and initial Officers shall be determined. Written notice of the Organization Meeting shall be provided by the Secretary *pro tempore* to each initial Director at least three (3) days in advance of the Organization Meeting.

Section 2 – Regular Board Meetings: The Board of Directors shall meet formally at a minimum of twice a year to conduct the business of the Support Group at a time and place deemed appropriate. The Summer Board Meeting, which shall be attended by both outgoing and incoming Directors, shall be held within thirty (30) days after the Annual Meeting. Additional or Special Board Meetings shall be called at the discretion of the Board. The Chairperson shall call each Board Meeting. The Chairperson, or Chairperson *pro tempore*, shall preside. At least two Officers of the Executive Committee shall be present at any Board Meeting. Minutes of the proceedings and supporting documentation shall be kept.

Section 3 – Executive Committee Meetings: Officers of the Executive Committee shall meet formally to conduct the business of the Support Group at a time and place deemed appropriate. At least four Executive Committee Meetings shall be held, including in August, November, February, and May; additional Meetings shall be called at the discretion of the Executive Committee. The President shall call each Executive Committee Meeting, and the President, or his or her designated Officer, shall preside. Minutes of the proceedings and supporting documentation shall be kept. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to Board approval.

Section 4 – Standing and Special Committee Meetings: Procedures for establishing quorum, voting, and action without a meeting shall be similar to those described for the Executive Committee. Findings and actions taken by the Special or Standing Committee shall be reported back to the President on a regular basis as appropriate and shall be subject to Board or Executive Committee approval.

Section 5 – Notice of Meetings:

1. Each Director shall be informed of any meeting in writing (mail, delivery service, fax, email, or hand delivery) by the Secretary at least fourteen (14) days prior to any Board Meeting; an agenda shall be included with the notice, and notice will be deemed given when received.
2. Each Officer shall be informed of any meeting verbally or in writing, including by electronic submission, by the Secretary at least seven (7) days prior to any Executive Committee Meeting; an agenda shall be included with the notice.
3. Provision of notification of Directors or Officers for any meeting required on shorter notice may be waived by a majority of the Board or of the Executive Committee as warranted; any Director may waive notice of a Meeting by sending or signing a written statement executed either before or after the Meeting, or by attending the Meeting, or by agreeing to take action without a meeting. Directors objecting to such a meeting shall state their objection at the beginning of the meeting if the meeting is not lawfully called or convened.
4. Electronic notice (email, website, *Facebook*, etc.) of all Meetings shall also be made to Members and the community at large. Any notice of Meetings shall state the purpose of that Meeting.

Section 6 – Open Board Meeting Policy: Board and Executive Committee Meetings shall be public and open to all Members of the Support Group; however, Directors or Officers may adjourn to a private executive session as necessary to discuss matters of a sensitive nature requiring privacy protection of Members of the Support Group. Retiring to executive session shall be announced.

Section 7 – Quorum: A quorum for a Board Meeting or Executive Committee Meeting shall be forty (40) percent of the Board or the Executive Committee, respectively. Persons participating by conference call or electronically (*e.g.*, via *Skype* or other two-way communication) are counted for the purposes of establishing a quorum. If less than a quorum is present, then a majority of the Directors present may adjourn the Meeting from time to time without a notice until a quorum is present, or may continue to meet as a Committee of the whole.

Section 8 – Votes: Only Directors with voting privileges shall vote at Board Meetings. All Officers shall vote at Executive Committee Meetings. Decisions and deliberations requiring a vote for action shall be voted upon by voice vote, with a simple majority of the quorum present required as an affirmative, unless otherwise required by Maryland law or by these By-Laws.

Any Director who dissents to an action, or who has a conflict of interest regarding the same, shall announce his or her dissent or conflict of interest at the Meeting, or shall file a written dissent or conflict of interest with the Secretary before the Meeting is adjourned, or shall forward the dissent or conflict of interest to the Secretary by certified mail, return receipt requested, and postmarked within twenty-four (24) hours of the adjournment. Dissents and conflicts of interest shall be entered into, or included with, the minutes of the Meeting.

Section 9 – Action Without a Meeting: Any action which may be properly taken by the Board of Directors or the Officers assembled in a Meeting may also be taken without a Meeting, if consent in writing describing the action so taken is sent forth to, and signed by, all of the Directors entitled to vote, or the Officers respectively, with respect to the action. Such consent shall have the same force and effect as a vote of the Directors or Officers assembled and shall be duly recorded in and filed with the minutes of the meeting. Written consent may be obtained by electronic submission and signature, and all consent shall be obtained prior to the commencing of the action in question.

ARTICLE IX

PUBLIC REPRESENTATION

Section 1 – Collaboration and Advocacy: The Board of Directors shall, at its discretion, work with (or appoint a Director or Officer to work with) other support groups, advocacy groups, companies, organizations, schools, non-profits, etc., in the tri-county area (St. Mary's, Charles, and Calvert counties) or the state of Maryland as necessary in order to undertake joint functions and/or assist in the drafting of or offering non-partisan support statements of legislative or legal action, educational policy, and the like as allowed by Maryland or federal law and in these By-Laws as they relate to the overall purpose and intent of the Support Group. Such joint work shall be minimal in nature, and approved of in advance by the Board at an appropriate meeting relative to the action. No member of the Board shall engage in such activity on behalf of the Support Group without the overall consent of the Board.

Section 2 – Representing the Support Group: Only the President, or a duly designated Officer, Director or Member, shall put forward the name of, or represent positions on behalf of, the Support Group. Any representation of the Support Group shall be coordinated and approved in advance by the President, and shall include, but not be limited to, representation of the Support Group in a non-partisan manner in the following:

1. Any official local, state or national government meeting or hearing.
2. Any public or private forum, including educational board hearings.
3. Any correspondence, including to a government official or a government publication.
4. Any media interviews.

Section 3 – Official Statements: Official position or policy statements to media, government, educators, advocacy groups, support groups, legal courts, etc., including statements on the Internet, *Facebook*, *Twitter* and the like, shall be with the approval of and at the direction of the President.

Section 4 – Communications and Publications: Official communications and publications of the Support Group shall be maintained by the Board and Executive Committee, or Members of the Support Group at the discretion of the Board. These communications and publications may include, but are not limited to, emails, posting to a website, newsletter, private (closed) forum or listserv, *Facebook* page, etc., and shall be used as necessary for the purpose of communicating with the Board, Member families, and the community at large as appropriate. In all

communications and publications, the privacy of every Member and the Members' families, especially those persons affected with ASD, shall be protected.

ARTICLE X

LIABILITY AND INDEMNIFICATION AND INSURANCE COVERAGE

Section 1 – Liability and Indemnification: No Director or former Director shall be held liable for actions taken by him or her, or by the Board of Directors during his or her term of service, for any of his or her actions (and/or the consequences thereof) taken in his or her capacity as a member of the Board of Directors. In the event that any Director or former Director nevertheless shall be held liable for any such actions or their consequences, he or she shall be fully indemnified by the Support Group for any and all costs, fees, settlements, judgments, fines and penalties, and any and all expenses, including legal fees and costs, pertaining thereto in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director to the extent and manner required by Maryland or federal law. The Support Group may advance expenses or undertake the defense of any such Director; however, such Director shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification. In addition, there shall be no indemnification in relation to matters as to which he or she shall be judged to be guilty of a criminal offense or liable to the Support Group for damages arising out of his or her own gross negligence in performance of duty to the Support Group.

Section 2 – Intent to Obtain Coverage: After initial organization of the Support Group, the acting Board shall authorize the purchase of and obtain sufficient liability and indemnification coverage for the Support Group and its Directors once official approval of IRS 501(c)(3) status is secured. In addition, the Board may authorize purchase of general liability insurance, directors and officers insurance, general personal property, fidelity bond or employee/volunteer dishonesty, or other insurance on behalf of the Support Group, its Directors and Officers, and Members against any liability incurred which arises out of such Directors,' Officers,' or Members' status, whether or not the Support Group would have the power to indemnify the Director, Officer, or Member against liability under Maryland or federal law.

ARTICLE XI

AMENDMENTS TO THE BY-LAWS

Section 1 – Amendment Process: Proposals of Amendments to the By-Laws shall be offered for consideration as appropriate by the Board of Directors and/or the Executive Committee. Proposed Amendments shall be presented at the Annual Meeting, or a Special Meeting called for that purpose, for approval by the Members of the Support Group. Notice of proposed Amendments shall be published by the Secretary at least two (2) weeks in advance of the Meeting and any vote regarding adoption.

Section 2 – Voting on Amendments: Only Members may vote on proposed Amendments to the By-Laws. The By-Laws shall be so amended only upon the affirmative vote of a two-thirds majority of those responding. Voting may be conducted in person at the Meeting addressing the Amendments, or by fax, email, or other method in a manner similar to votes cast by Members for other matters.

ARTICLE XII

AMENDMENT, CONSOLIDATION, MERGER OR DISSOLUTION

Section 1 – Amendment: Any motion to amend the Articles of Incorporation shall be approved by a majority of the Board of Directors and adopted by formal resolution in accordance with

Maryland law. The Articles of Amendment shall be presented to the Members at the next Annual or Special Meeting.

Section 2 – Consolidation or Merger: Any motion to draw up an agreement to consolidate or merge with another non-stock corporation shall be limited to non-stock corporations in the state of Maryland whose purposes are to achieve the same purpose, or similar purposes, as those of the Support Group. Consolidation or merger shall be approved by a majority of the Board of Directors, adopted by formal resolution declaring the transaction advisable, and submitted for consideration by the Members at the next Annual or Special Meeting called for that purpose in accordance with Maryland law. The Articles of Consolidation or Merger shall be approved by a two-thirds majority of the Members.

Section 3 – Dissolution: Any petition for dissolution of the Support Group made by the Members shall include signatures of at least one fourth of the Members who have active Membership. One Member must act as Petitioner on behalf of all the signatories. The petition must state the reasons for dissolution. Signatures to the petition shall be in writing, and the petition shall be forwarded to the Secretary. The petition for dissolution of the Support Group shall be taken up by the Board of Directors and shall be voted upon in a Board Meeting called for that purpose; the Petitioner shall attend the Board Meeting to present the concerns of the petition, and Directors shall vote to dissolve the Support Group with an affirmative vote of two-thirds of the Directors in an established quorum.

Section 4 – Dedication of Assets: In the event of the dissolution of the Support Group, no distribution or transfer of earnings or assets is to be made to any Director, Officer, Member, or any individual person. Every liability and obligation shall be paid and discharged, or adequate provision of the same shall be made prior to dissolution. All remaining property owned by the Support Group shall be irrevocably dedicated to charitable or educational purposes to achieve the purposes of the Support Group as defined in the Articles of Incorporation and these By-Laws. Upon the dissolution of the Support Group, such property shall not inure to the benefit of any private individual but shall go to a local, state, or national non-profit fund, foundation, or corporation that is specified as meeting one or more exempt purposes in Section 501(c)(3) of the Internal Revenue Code and the laws of the State of Maryland; and is organized and operated to promote the general welfare of individuals with autism; in lieu of this provision, the property shall be distributed according to Maryland and federal law. No portion of assets shall be distributed to any corporation, entity, or group whose substantial activity includes carrying on propaganda or otherwise attempting to influence legislation, nor shall any assets be distributed to any corporation, entity, or group related to, participating in, or intervening in any political campaign or any political candidates.

CERTIFICATE OF ADOPTION OF BY-LAWS

We, the undersigned persons of the Board of Directors for Initial Organization of the AUTISM SPECTRUM SUPPORT GROUP OF SOUTHERN MARYLAND, INC. each do herewith and hereby certify and affirm, under penalty of perjury, that, to the best of our knowledge, information and belief, the foregoing By-Laws of the AUTISM SPECTRUM SUPPORT GROUP OF SOUTHERN MARYLAND, INC. were duly considered, and approved, upon Motion duly made and seconded, by a majority of the Board of Directors of the AUTISM SPECTRUM SUPPORT GROUP OF SOUTHERN MARYLAND, INC. at the Organization Meeting executed by the said Board, at which meeting a quorum was present, on the ____ day of _____, 2015 and do so indicate by signatures affixed hereto.

Amended and approved by the Board of Directors for adoption on this day of ____ in the month of _____ of the year 2015.

_____, 2015

Terri Griest, President

_____, 2015

Tracie Chandler, Vice-President

_____, 2015

Missy Alexander, Secretary

_____, 2015

June Nicholas, Treasurer

_____, 2015

Toni Sieg, Member at Large

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of the AUTISM SPECTRUM SUPPORT GROUP OF SOUTHERN MARYLAND, INC. and that the foregoing By-Laws were adopted on this ____ day of _____, 2015

_____, 2015

Missy Alexander, Secretary

Appendix A to the By-Laws

Board of Directors and Executive Committee for Initial Organization

Effective March 14, 2015

Terri Griest, Chairman of the Board and President of the Executive Committee
22015 Clipper Drive, Great Mills, MD 20634. (301) 997-6082
terri@autismsupport-somd.org

Tracie Chandler, Director and Vice President of the Executive Committee
20953 Pintail Court, Callaway, MD 20620. (301) 994-9945
tracie@autismsupport-somd.org

Missy Alexander, Director and Secretary of the Executive Committee
27092 Tin Top School Road, Mechanicsville, Md 20659. (301) 751-6659
missy@autismsupport-somd.org

June Nicholas, Director and Treasurer of the Executive Committee
45970 East Quincy Terrace, Lexington Park, MD 20653. (301) 481-8691
june@autismsupport-somd.org

Toni Sieg, Director and Member at Large of the Executive Committee
45445 Blue Flax Way, Great Mills, MD 20634. (301) 904-1136
toni@autismsupport-somd.org

Appendix B to the By-Laws

Record of Revisions and Amendments

Revisions and Amendments to be voted on and approved at an appropriate Annual Meeting;
signature of President indicates incorporation.

Date:	Article and Section:	Revision	Signed
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