

BY-LAWS
OF
AUTISM RECOVERY FOUNDATION

1. NAME

1.1 The name of the organization shall be the Autism Recovery Foundation.

2. MISSION

2.1 The Autism Recovery Foundation will seek to ensure that children and families are able to access Intensive Early Intervention Behavior Therapy provided by evidence-based qualified nationally recognized providers.

3. MEMBERSHIP

3.1 There shall be a minimum of three and a maximum of 15 Directors.

3.2 The chairperson shall appoint Directors to fill seats vacated at any time by the members of the Board. The Director so appointed will then be offered for election by the Nominating Committee at the annual meeting of the Board.

3.3 Professionals whom are strong supporters of Intensive Early Intervention Behavior Therapy and families that previously received Intensive Early Intervention Behavior Therapy services, may hold one year renewable terms of office. In addition a minority of the Board Members may be drawn from the charitable community.

3.4 A Director shall submit written resignation to the chairperson. The chairperson shall submit written resignation to the vice-chairperson who shall become the chairperson pro tem upon the effective date of such resignation.

4. OFFICERS

4.1 The officers shall be a chairperson, a vice-chairperson, a secretary, and a treasurer.

4.1.1. The chairperson shall be the presiding officer at Board meetings and shall have the primary responsibility for seeing that all decisions of the Board are carried into effect. The chairperson shall be an ex-officio member of all committees. The chairperson shall have the general powers and duties of supervision generally vested in the office of the chairperson of the

board of directors of a non-profit corporation. The chairperson shall have the duties of directly supervising the Executive Director. The chairperson shall appoint Directors and committee chairs in order to fill any vacancies.

- 4.1.2** The vice-chairperson shall, in the absence of the chairperson, perform the duties and exercise the powers of the chairperson. The vice-chairperson shall perform such other duties as the Board, or chairperson may authorize or prescribe.
- 4.1.3** The secretary shall record or cause to be recorded all proceedings of the Board. The secretary shall perform or cause to be performed like duties for the committees of the board when so directed. The secretary shall give, or cause to be given, notice of all meetings of the Board and Board committees, and shall perform such other duties as the Board may authorize or prescribe.
- 4.1.4** The treasurer shall have custody of the funds of the organization and shall keep, or cause to be kept, full and accurate receipts of disbursements in books belonging to the organization. The treasurer shall deposit, or cause to be deposited, all monies and valuable properties in the name and to the credit of the organization in such depository as ordered by the Board. The treasurer shall disburse or cause to be disbursed the funds of the organization as ordered by the Board, taking proper vouchers for such disbursements. The treasurer shall render, or cause to be rendered, to the Board at regular meetings of the Board, or whenever they may require it, an accounting of all transactions and of the financial condition of the organization. The treasurer shall be responsible for chairing the Finance Committee.
- 4.1.5** Orders, checks, and drafts require two signatures and shall be signed by the chairperson, vice-chairperson, secretary, treasurer, or executive director or their designees. These designees shall be approved annually by the Board of Directors.
- 4.2** The Board may create from time to time, additional officers as they may deem advisable, and may specify the duties for such officers.
- 4.3** All of the above signers in Section 4.1.5. shall be covered by a fidelity bond as required by the Board, at Board expense, with corporate sureties satisfactory to the Board, for faithful performance of their duties. The Board may secure insurance to safeguard the funds or property of the organization, at the expense of the organization, as it may seem advisable.
- 4.4** An officer can be removed from any office for cause such as misconduct or neglect of duty in office.

- 4.5 Upon a vacancy, an office shall be filled by the Board within two scheduled meetings of the Board.

5. MEETINGS OF THE BOARD

- 5.1 Regular meetings of the Board shall be held four times per year at a time and place designated by the chairperson. There shall be a minimum of four yearly meetings held. There shall be an annual meeting at which officers will be elected. Written notice of all regular meetings, including the proposed agenda shall be sent to all Board members at least five days prior to the meeting.
- 5.2 Special meetings may be called by the officers. The purpose of such a meeting shall be stated in the notice of the meeting and business transacted shall be confined to that purpose stated in such notice.
- 5.3 Board members are expected to attend Board meetings. After three consecutive missed meetings of the Board, the director's membership on the Board is in jeopardy. The director may be removed from the Board at the recommendation of the Executive Committee.
- 5.4 A quorum of 51% or more of the membership of the Board of Directors shall be required to convene each meeting. Binding decisions shall be made by a vote of a simple majority of those Directors present at the time of the vote.

6. EXECUTIVE COMMITTEE

- 6.1 The purpose of the Executive Committee shall be to execute and provide for the administration and management of the Autism Recovery Foundation in lieu of regularly scheduled meetings of the Board of Directors.
- 6.2 The members of the Executive Committee shall be composed of the officers of the Autism Recovery Foundation. Officers of the Board are the officers of the Executive Committee.
- 6.3 Specific responsibilities shall include, but shall not be limited, to the following:
- 6.3.1 Exercising and performing duties delegated to it by the Board, including assisting in preparation of Board agenda and order of business.
- 6.3.2 Conducting the general affairs of the Autism Recovery Foundation subject to any policies established by the Board.
- 6.3.3 Establishing special committees as may be necessary for the conduct of the affairs of the Autism Recovery Foundation.

- 6.3.4 Interviewing and making recommendations on the appointment and the conditions of employment including compensation and termination of the Executive Director.
- 6.3.5 Calling special meetings of the Board as deemed necessary.
- 6.4 The Board shall have the power to ratify all binding decisions made by the Executive Committee on an interim basis.
- 6.5 A meeting of the Executive Committee shall be held four times annually, or at the call of the chairperson. Alternatively, any three members of the Executive Committee may call a meeting specifying time and location. At least 48 hours advance written notice of such meeting shall be given to all members of the Executive Committee by the person, or persons, calling the meeting. Waiver of such notice must be by all members.
- 6.6 The Executive Committee shall have the power to interpret the by-laws.
- 6.7 All members of the Board shall receive all minutes of the Executive Committee.

7. COMMITTEES

- 7.1 The Board may, from time to time, create such other committees as it deems advisable. Such committees shall serve at the pleasure of the Board. Such committees shall be selected in the manner determined by the Board and shall function in accordance with any limitations imposed upon them by the Board.
- 7.2 The committee chairs shall appoint committee members. Committee membership is not limited to Directors.
- 7.3 Annually, a Nominating Committee of at least three Directors shall be selected to develop a slate of officers and Board members to be elected by the Board to one-year terms of office. Additional names may be placed in nomination at the annual meeting.
- 7.4 At regular intervals, orientation on the purpose and activities of this organization shall be conducted for new members of the Board, officers, committee chairpersons, and committee members.
- 7.5 The chairperson shall review existing committees and task forces annually, and shall recommend the creation or dissolution of any committee, subject to approval of the Board. Committees may be created or dissolved at any time by the Board. Committees and task forces shall have at least one duly appointed Board member. Additional members shall consist of members of the community who have special skills, expertise, or interest relating to that task force.

8. EXECUTIVE DIRECTOR

8.1 The Board may employ an executive director for the Board. The Executive Committee and Chairperson shall retain authority for all actions of the Executive Director as set above.

9. PARLIAMENTARY AUTHORITY

9.1 Robert's Rules of Order, Revised, shall govern the conduct of business and any committees unless otherwise specified in these by-laws.

10. AMENDMENT OF BY-LAWS

10.1 These by-laws may be amended by a two-thirds vote of those members of the Board present and voting at any meeting of the Board. Prior notice of at least two weeks shall be given.