



Approved by the Board of Trustees, March 2021

## ARTICLE 1 PURPOSE

The Autistic Self Advocacy Network (ASAN), a nonprofit corporation organized exclusively for charitable and educational purposes, seeks to advance the principles of the disability rights movement with regard to autism.

## ARTICLE 2 TRUSTEES

2.1. General Powers and Duties. The primary duties of the trustees shall be to establish and promote the mission of ASAN, to hire and evaluate its executive director, and to ensure that ASAN conducts business in accordance with its mission. Each trustee has a fiduciary duty to ensure that ASAN and its agents carry out their responsibilities in accordance with the obligations established by law. The trustees shall appoint and remove officers, specify their responsibilities, and ensure that their duties are properly performed. The trustees may by resolution, passed by a simple majority, authorize officers or agents to enter into contracts.

2.2. Number. The board shall consist of not less than three trustees.

2.3. Recruitment. The board may recruit prospective trustees, whose appointment is subject to a simple majority approval by the full board. Absentee ballots may be submitted to the secretary prior to the meeting where a vote will occur.

2.4. Resignation and Removal. A trustee may resign at any time by notifying the chairperson or secretary in writing, specifying the effective date of the resignation. A trustee may be removed for cause by a vote of two-thirds of those present at any meeting of the board, provided that notice of the proposed removal and its cause has been included in the notice of the meeting. The board shall have the power to suspend a trustee pending a final determination that cause exists for removal.

2.5. Regular Meetings. The board shall hold a meeting no less than four times per year. Meetings shall be held upon not less than 10 days' notice, unless an emergency situation requires shorter notice.

2.6. Special Meetings: Special meetings of the board may be called by the chairperson or secretary, or by written requests of the majority of trustees, with at least 10 days' notice, unless an emergency situation requires shorter notice.

2.7. Committees. The board may appoint an executive committee and one or more other committees, which shall be led by a board member, may include staff members, and may include volunteers. Committees shall be tasked by the board and shall report on their activities in accordance with board policies. Committees may make recommendations to the board but may not act on behalf of the board.

2.8. Means of Meeting. Regular and special board meetings and committee meetings may be held either in person or by means of conference telephone, online meeting, or other means of communication, such that all persons participating in the meeting can hear the discussion or

read the transcript of the discussion at the same time and all members have an equal opportunity to participate in discussion.

2.9. Quorum. A quorum shall consist of 50 percent of the trustees.

2.10. Voting. A vote by a simple majority of the trustees present and voting at a duly constituted meeting shall constitute the formal action of ASAN except where these bylaws or applicable laws require a greater majority. Actions of the board may be taken by vote without a meeting after notice of the proposed action has been sent to all members by email. A vote taken without a meeting shall become effective only after adequate opportunity for discussion, not less than 48 hours, and shall require a simple majority of a quorum unless a greater majority is needed. In an emergency situation, as specified in the notice, a vote conducted without a meeting shall take effect immediately when the requisite majority of a quorum has voted. Emergency voting notice shall include both email and text messages.

2.11. Communications. In the board's internal communications there is broad latitude to debate and discuss. To ensure a clear line of communication and authority regarding day-to-day operations, trustees shall not instruct staff members unless requested to do so by the executive director.

2.12. Compensation. Trustees shall receive no compensation but may be reimbursed for their reasonable expenses in accordance with such policies as the board may establish.

2.13. Conflicts of Interest. Any trustee who has a financial interest in any proposed contract or other transaction shall disclose all material facts regarding the conflict to the board and shall abstain from voting or otherwise taking any action regarding the proposed transaction.

2.14. Amendment of Bylaws. The board shall have the power to make, alter, and repeal bylaws by a majority vote.

### ARTICLE 3 OFFICERS

3.1. Appointment. The board shall choose a Chairperson (who may be called President), a Vice Chairperson, a Secretary, a Treasurer, and such other officers as it may deem necessary. One person may hold more than one office. The board shall promptly fill vacancies when they occur.

3.2. Duties and Authority of Chairperson. The chairperson shall assist in development and oversight of the organization's program work, in conjunction with the executive director and staff. The chairperson's role is to assist and advise, while the executive director carries the primary responsibility for the organization's day-to-day operations. The chairperson has responsibility for mentoring and development of junior board members. This position shall require experience as a vice chairperson or other board officer or, in the board's discretion, equivalent experience.

3.3. Duties and Authority of Vice Chairperson. These bylaws shall permit, but not require, a vice chairperson. This position shall require committee chair experience or, in the board's discretion, equivalent experience. The vice chairperson presides over meetings in the chairperson's absence. The vice chairperson assists the chairperson and the board by performing duties as delegated by the chairperson and the board. In the event of the chairperson's resignation from office or incapacity to perform the duties of the office, as determined by the board, the vice chairperson has the option to assume the duties and authority of the chairperson.

3.4. Duties and Authority of Secretary. The secretary shall keep, and shall make available for public inspection, the bylaws and meeting minutes. The secretary is the custodian of the board's records and shall perform such other duties and possess such other powers as are incident to the office or are specified by the board.

3.5. Duties and Authority of Treasurer. The treasurer shall oversee all financial transactions and audits. The treasurer shall prepare, or cause to be prepared, annual financial statements, which

shall be available for public inspection, and shall ensure that an annual audit is conducted. The treasurer shall perform such other duties and possess such other powers as are incident to the office of treasurer or are specified by the board.

3.6. Duties and Authority of Other Officers. Additional officer positions other than those named above may be created, modified, or deleted at any time in the discretion of the board. Each other officer shall have the authority and perform the duties that are specified by the board.

3.7. Removal. Any officer may be removed, with or without cause, by a vote of two-thirds of those present at any meeting of the board.

3.8. Terms. Officers shall serve three-year terms and may be reappointed at the end of a term.

## ARTICLE 4

### EXECUTIVE DIRECTOR AND STAFF

4.1. Executive Director. The executive director is hired by the board of trustees, serves at the will of the board, and is subject to regular performance evaluation and review by all members of the board as a whole.

4.2. Duties. The executive director has day-to-day responsibilities for the organization, including carrying out ASAN's goals and policies. The executive director shall attend all board meetings, report on the progress of the organization, answer questions asked by the board members, and carry out the duties specified by the board.

4.3. Staff. The executive director shall be responsible for hiring, supervising, and evaluating all other employees of the organization, and shall be responsible for creating and implementing personnel policies.