

**BYLAWS  
OF  
AUTISM SOCIETY OF CENTRAL TEXAS**  
A Texas Non-Profit Corporation

TABLE OF CONTENTS

	Page
<b>ARTICLE I</b>	
Mission, Goals and Geographic Area	
Section 1.01 Mission and Goals	4
Section 1.02 Geographic Area	
<b>ARTICLE II</b>	
Affiliation; No Members	
Section 2.01 Affiliation	4
Section 2.02 No Membership	4
<b>ARTICLE III</b>	
Board of Directors	
Section 3.01 General Powers	5
Section 3.02 Number, Tenure, and Qualifications	5
Section 3.03 Diversity	5
Section 3.04 Removal of Directors	5
Section 3.05 Regular Meetings	5
Section 3.06 President as Chairman	5
Section 3.07 Notice	5
Section 3.08 Quorum	6
Section 3.09 Manner of Acting	6
Section 3.10 Vacancies	6
Section 3.11 Compensation	6
<b>ARTICLE IV</b>	
Officers	
Section 4.01 Officers	6
Section 4.02 Election and Term of Office	6
Section 4.03 Removal	7
Section 4.04 Vacancies	7
Section 4.05 President	7

Section 4.06 Vice-President	7
Section 4.07 Treasurer	7
Section 4.08 Secretary	7
Section 4.09 Immediate Past President	8

## ARTICLE V Committees

Section 5.01 Committees of Directors	8
Section 5.02 Standing Committees	8
Section 5.03 Other Committees	8
Section 5.04 Term of Office	8
Section 5.05 Chair	8
Section 5.06 Vacancies	8
Section 5.07 Quorum	9
Section 5.08 Rules	9

## ARTICLE VI Professional Advisory Board

Section 6.01 Professional Advisory Board	9
Section 6.02 No Compensation	9

## ARTICLE VII Contracts, Checks, Deposits and Funds

Section 7.01 Contracts	9
Section 7.02 Checks, Drafts, of Orders for Payment	9
Section 7.03 Deposits	9
Section 7.04 Gifts	9

## ARTICLE VIII Miscellaneous

Section 8.01 Books and Records	10
Section 8.02 Fiscal Year	10
Section 8.03 Corporate Seal	10
Section 8.04 Waiver of Notice	10
Section 8.05 Severability	10
Section 8.06 Indemnification	10

ARTICLE IX  
Amendments

Section 9.01 Powers of Directors to Amend Bylaws	13
--	----

**BYLAWS  
OF  
AUTISM SOCIETY OF CENTRAL TEXAS**

**ARTICLE I  
Mission; Goals; Geographical Area**

**1.01 Mission and Goals.** The mission of the Autism Society of Central Texas (“ASCT”) is to improve the lives of those impacted by autism spectrum disorder. The goals of ASCT are:

- (a) To advocate, at the local, state, and national level, for the education and training of parents and professionals involved in educating and caring for persons with autism;
- (b) To help develop a better understanding of the problems of persons with autism and their families throughout the Central Texas by serving as a clearinghouse for gathering and disseminating information regarding autism;
- (c) To share current and pertinent information with families and enable them to better understand and advocate for their family members through meetings, workshops, internet and printed material;
- (d) To sponsor social, support and programmatic activities for the members of the autism community; and
- (e) To raise sufficient funds to meet the above goals.

**1.02 Geographical Area.** ASCT’s services will be devoted to those living within the following Texas counties: Atascosa, Bandera, Bastrop, Bell, Bexar, Blanco, Burnet, Caldwell, Comal, Fayette, Gillespie, Gonzales, Guadalupe, Hays, Kendall, Kerr, Lampasas, Lee, Llano, Medina, Milam, Travis, Williamson and Wilson.

**ARTICLE II  
Affiliation; No Members**

**2.01 Affiliation.** ASCT is an affiliate of the Autism Society of America (“ASA”), and shall comply with all directives, policies and procedures promulgated by ASA as a requirement of such affiliation.

**2.02 No Membership.** ASCT shall not have members.

### **ARTICLE III**

#### **Board of Directors**

**3.01 General Powers.** The affairs of ASCT shall be managed by its board of directors.

**3.02 Number, Tenure, and Qualifications.** The number of directors shall be not less than nine (9) nor more than fifteen (15). The number of directors for the ensuing year shall be determined by the directors annually. Directors shall assume office at the close of the annual meeting of directors at which their election is declared and shall serve for three-year terms. The terms of the directors shall be staggered as evenly as possible, and the initial directors shall draw straws to determine which directors serve one-year terms, which serve two-year terms and which serve three-year terms. Notwithstanding the foregoing, the existing directors may by majority vote add additional directors to the board at any time, subject to the limitation on the number of directors.

**3.03 Diversity.** The directors shall, to the extent possible, strive to elect a board of directors that represents the diversity of the community, including persons with autism, professionals, family members, donors and other stakeholders, as well as diversity by race, gender, place of residence, etc.

**3.04 Removal of Directors.** Any director may be removed with or without cause, at any special or annual meeting of directors, by the affirmative vote of a majority of all directors, if notice of intention to act upon such matters shall have been given in the notice calling such meeting. Any director who misses three (3) or more consecutive meetings may be removed without notice by the affirmative vote of a majority of the votes entitled to be cast by directors present at a meeting.

**3.05 Regular Meetings.** Directors shall hold regular or special meetings at such times and places as may be called by the president. Absent special circumstances, the directors shall have not less than four (4) meetings annually.

**3.06 President as Chairman.** The president shall serve as the chairman of the board of directors. The chairman shall preside at all meetings of the board of directors but shall not have other powers and duties unless otherwise prescribed by the board of directors.

**3.07 Notice.** Notice of any special meeting of the board of directors shall be given at least two (2) days prior to such meeting in person or by mail, email, telephone text, fax or other electronic transmission to each director at his or her address as shown by the records of the corporation. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid, or if sent by electronic transmission, at the time transmitted. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of

such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the certificate of formation or by these bylaws.

**3.08 Quorum.** The presence of one-third (1/3) of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors who participate in a meeting by teleconference, videoconference or other electronic means where they may hear other directors and speak to other directors at the meeting shall be deemed to be present at the meeting.

**3.09 Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, by the articles of incorporation or by these bylaws.

**3.10 Vacancies.** Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term or his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of directors called for that purpose.

**3.11 Compensation.** Directors as such shall not receive any salaries for their services.

## **ARTICLE IV**

### **Officers**

**4.01 Officers.** The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the members), a secretary, a treasurer and such others officers as are determined by the board of directors to be desirable and are elected in accordance with the provisions of this Article IV. The board of directors may elect such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as the board of directors deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person. Each officer must be a director of the corporation.

**4.02 Election and Term of Office.** The officers of the corporation shall be elected annually by the board of directors at a regular meeting of the board of directors from the slate of officer candidates selected by the nominating committee and from additional officer candidates nominated from the floor. New offices may be created and filled at any

meeting of the board of directors. Each officer shall hold office until his or her successor shall have been elected and qualified.

**4.03 Removal.** Any officer may be removed by majority vote of all directors in whenever in their reasonable judgment the best interests of the corporation would be served by such removal.

**4.04 Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**4.05 President.** The president shall be the principal executive officer of ASCT, and shall, in general, supervise and control all of the business and affairs of ASCT. The president shall preside at all meetings of the directors. The president may sign, with the secretary or any other proper officer authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**4.06 Vice-President.** In the absence of the president or in the event of an inability or refusal of the president to act, the vice-president, or in the event there be more than one vice-president, vice-presidents in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

**4.07 Treasurer.** The treasurer shall be bonded for the faithful discharge of his or her duties in such sum and with such surety or sureties only if the board of directors so requires. The treasurer shall have charge and custody of and be responsible for all funds and securities of ASCT; receive and give receipts for money due and payable to ASCT from any source whatsoever, and deposit all such monies in the name of ASCT in such banks, trust companies, or other depositories as shall be selected by the board of directors, and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.

**4.08 Secretary.** The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are filed in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address or electronic contact information for each director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

**4.09 Immediate Past President.** The immediate past president of ASCT shall serve as an advisory member of the board of directors and shall be a voting member of the Executive Board.

## **ARTICLE V Committees**

**5.01 Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, or the president on his or her own authority, may designate committees each of which shall consist of one or more directors, which committees, to the extent provided in the resolution, shall have and shall exercise the authority of the board of directors. Any committee may also include any number of non-directors as advisory members. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

**5.02 Standing Committees.** The board of directors shall have these standing committees: the Finance Committee, the Development Committee, the Programs Committee, the Nominating Committee and the Executive Committee. The Nominating Committee shall be a chair and two (2) other members appointed by the president. The Nominating Committee shall prepare a slate of candidates for the election of directors and officers and shall secure the consent of each nominee to serve if elected. The president shall be the chair of the Executive Committee, and its members shall be the president, vice-president, secretary, treasurer and immediate past president. The Executive Director of ASCT, if one is serving, shall be an *ex officio* non-voting member of all standing committees. All other committees shall be appointed by the president.

**5.03 Other Committees.** In addition to committees of directors, other committees not having and exercising the authority of the board of directors in the management of ASCT may be designated by the directors present or the president, and the president shall appoint the members. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of ASCT shall be served by such removal. Non-directors may serve on any such committee.

**5.04 Term of Office.** Each member of a committee shall continue as such until a successor is appointed, the committee is terminated, or the member resigns or is removed.

**5.05 Chair.** The president shall appoint one member of each committee to be the chair.

**5.06 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made by the president



**5.07 Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**5.08 Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

## **ARTICLE VI**

### **Professional Advisory Board**

**6.01 Professional Advisory Board.** The president, upon recommendations from the directors, may appoint an advisory board of professionals. The Professional Advisory Board shall have no authority over ASCT and shall serve without compensation. The directors shall be responsible for the direction and utilization of the Professional Advisory Board.

**6.02 No Compensation.** No member of the Professional Advisory Board shall receive compensation for services on that Board.

## **ARTICLE VII**

### **Contracts, Checks, Deposits and Funds**

**7.01 Contracts.** The board of directors may authorize any officer or officers, agents or agents of ASCT, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASCT, and such authority may be general or confined to specific instances.

**7.02 Checks, Drafts, or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of ASCT shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or the president.

**7.03 Deposits.** All funds of ASCT shall be deposited from time to time so the credit of SCT in such banks, trust companies, or other depositories as the board of directors may select.

**7.04 Gifts.** The board of directors may accept on behalf of ASCT any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of ASCT.

## **ARTICLE VIII**

### **Miscellaneous**

**8.01 Books and Records.** ASCT shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the current directors. All books and records of ASCT may be inspected by any director, or his or her agent or attorney, for any proper purposes at any reasonable time.

**8.02 Fiscal Year.** The fiscal year of the corporation shall begin on the date set by the board of directors. If the board of directors fails to set a fiscal year, then the fiscal year shall be the calendar year.

**8.03 Corporate Seal.** ASCT shall not have a seal and no action of ASCT shall require a seal to be affixed to any document.

**8.04 Waiver of Notice.** Whenever any notice is required to be given under the provisions of Texas law or under the provisions of the articles of incorporation or the bylaws of ASCT, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

**8.05 Severability.** If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable, the remainder of these bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**8.06 Indemnification.**

A. ASCT may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director of ASCT only if it is determined in accordance with paragraph E of this Section 8.06 that the person:

- (1) conducted himself or herself in good faith;
- (2) reasonably believed:
  - (a) in the case of conduct in his or her official capacity as a director of ASCT, that his or her conduct was in ASCT's best interest; and
  - (b) in all other cases, that his or her conduct was at least not opposed to ASCT's best interest; and
- (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. A director may not be indemnified under Paragraph A of this section 8.06 for obligations resulting from a proceeding:

- (1) in which the person is found liable on the basis that personal benefit was improperly received by him or her, or
- (2) in which the person is found liable to ASCT.

C. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Paragraph A of this Section 8.06.

D. A person may be indemnified under Paragraph A of this Section 8.06 against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the proceeding was brought in by or in behalf of ASCT, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

E. A determination of indemnification under Paragraph A of this Section 8.06 must be made:

- (1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (2) if such quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or
- (3) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subparagraph (1) or (2) of this Section 8.06 E., or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

F. Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subparagraph (3) of Section 8.06 E. hereof for the selection of special legal counsel.

G. ASCT shall indemnify a director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she is a party because he or she is a director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

H. Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by ASCT in advance of the final disposition of the proceeding after: (i) ASCT receives a written affirmation by the director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Section 8.06 and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements; and (ii) a determination that the facts then known to those making the determination would not preclude indemnification under this Section 8.06.

I. The written undertaking required by paragraph H of this Section 8.06 must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under paragraph H of this Section 8.06 must be made in the

manner specified by paragraph E of this Section 8.06 for determining that indemnification is permissible.

J. Notwithstanding any other provision of this Section 8.06, ASCT may pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

K. An officer of ASCT shall be indemnified as, and to the same extent, provided in paragraph G or this Section 8.06 for a director and is entitled to seek indemnification under that paragraph to the same extent as a director. ASCT may indemnify and advance expenses to an officer, employee, or agent of ASCT to the same extent that it may indemnify and advance expenses to directors under this Section 8.06.

L. ASCT may indemnify and advance expenses to a person who is not or was not an officer, employee or agent of ASCT but who is or was serving at the request of ASCT as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it may indemnify and advance expenses to directors under this Section 8.06.

M. ASCT may purchase and maintain insurance on behalf of any person who is or was a director, officer employee or agent of ASCT or who is or was serving at the request of ASCT as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not ASCT would have the power to indemnify him against that liability under this Section 8.06.

N. For purposes of this Section 8.06, ASCT is deemed to have requested a director to serve an employee benefit whenever the performance by him or her of his or her duties to ASCT also imposes duties on or otherwise involves service by him or her to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law are deemed final. Action taken or omitted by him or her with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of ASCT.

O. As used in these bylaws, the following terms have the meanings set forth below:

- (1) "ASCT" includes any domestic or foreign predecessor entity of ASCT in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to SCT by operation of law and in any other transaction in which ASCT assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Section 8.06.
- (2) "Director" means any person who is or was a director of ASCT and any person who, while a director of ASCT, is or was serving at the request of ASCT as a director, officer, partner, venturer, proprietor, trustee, agent or similar functionary of another foreign or domestic corporation, partnership,

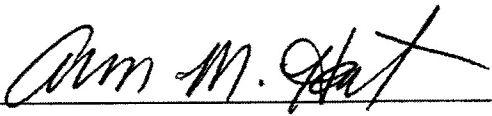
ASCT as a director, officer, partner, venturer, proprietor, trustee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

- (3) "Expenses" include court costs and attorneys' fees.
- (4) "Official capacity" means
  - (a) when used with respect to a director, the office of director in the corporation; and
  - (b) when used with respect to a person other than a director, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
- (5) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.


#### **ARTICLE IX Amendments**

**9.01 Power of Directors to Amend Bylaws.** The bylaws of ASCT may be amended, repealed, or added to, or new bylaws may be adopted by the vote of the majority of the votes entitled to be cast by the directors present at a meeting called for such purpose according the articles or bylaws.

I hereby certify that the above and foregoing bylaws of ASCT were adopted by affirmative majority vote of the board of directors of ASCT on August 23, 2016.

  
Secretary

Certified and approved:

  
President