



Eastern Washington
Autism Spectrum Disorder Association
By-Laws

Article I. Name

Section 1.01 The name of the organization shall be Eastern Washington Autism Spectrum Disorder Association (EWASDA)

Article II. Membership

Section 2.01 Membership shall be open to the public

Section 2.02 Annual membership dues shall be \$5.00

Section 2.03 The Board of Directors has the right to grant membership to anyone as well as revoke membership

Section 2.04 Rights of membership are as follows:

- (a) Voting rights on issues brought up for vote at membership meetings**
- (b) Informational rights: access to all parts of website, sent all emails and fliers**

Article III. Board of Directors

Section 3.01 *Elected by: current membership*

Section 3.02 *Term length: 1 year*

Section 3.03 *Term limit: none*

Section 3.04 *Number of members: 5*

Section 3.05 *Vacancy filled by: alternate who declares interest in the position and is appointed by remaining Directors*

Section 3.06 *Removal: 4 Directors must vote "remove"*

Section 3.07 *Voting: Directors may vote on issues by phone is absent*

Article IV. Officers

Section 4.01 *Elected by: Directors*

Section 4.02 *Term length: 1 year*

Section 4.03 *Term limit: none*

Section 4.04 *Vacancy filled by: Director election*

Section 4.05 *Removal: 4 Directors must vote "remove"*

Section 4.06 *Officers that must be board members: President and Vice President*

Section 4.07 Duties

(a) President

- (i) Preside at all meetings**
- (ii) Have the power to call meetings**
- (iii) Sign certificates of membership**
- (iv) Sign certificates of appreciation**
- (v) Appoint committees, project managers**
- (vi) Co-sign all contracts or other written obligations of the corporation with the Secretary**
- (vii) Co-sign checks drawn against the funds of the Corporation with the Treasurer**
- (viii) Employ and discharge such personnel as may be required to conduct the affairs of the corporation**
- (ix) Appoint the various department heads**
- (x) Sign receipts of donation**

(b) Vice President

- (i) Perform the duties of the President in his/her absence**
- (ii) Co-sign checks in the absence of the Treasurer or the President**
- (iii) Maintain record of volunteer hours**
- (iv) Sign receipts of donation**

(c) Secretary

- (i) Send out meeting notices to all members via email**
- (ii) Co-sign all contracts or other written obligations of the corporation with the President**
- (iii) Record and maintain minutes of meetings**
- (iv) Maintain records of corporate sponsorships, sending thank you notes at beginning and end of sponsorship**
- (v) Sign receipts of donation**

(d) Treasurer

- (i) Keep a complete record of monies and properties in the possession of the corporation**
- (ii) Co-sign checks drawn against the funds of the Corporation with the President or Vice-President**
- (iii) Make a financial report at meetings when requested**
- (iv) Record and maintain records of donation receipts**
- (v) Sign receipts of donation**

Section 4.08 Compensation for company officers will be made at the discretion of the Board of Directors

Article V. Meetings

Section 5.01 Meetings of the membership

- (a) Open to the public**
- (b) Held the third Tuesday of the month from 5:00-6:00**

Section 5.02 Meetings of the Board of Directors

- (a) Called by the President or 3 Directors**
- (b) Notification of at least 1 week unless agreed upon otherwise**

(c) Email notification for 1 week or more notification

(d) Phone notification for less than 1 week notification

Article VI. Voting

Section 6.01 *A majority of board members constitutes a quorum*

Section 6.02 *In the absence of a quorum no formal action shall be taken except to adjourn the meeting to a subsequent date*

Section 6.03 *Passage of a motion requires a simple majority except for the removal of a board member or officer (Section 3.06, Section 4.05)*

Section 6.04 *Items voted on by the membership shall be voted on by all members present and require a simple majority*

Article VII. Conflict of Interest

Section 7.01 *Purpose*

- (a) The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 7.02 *Definitions*

(a) Interested Person

- (i) Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest

(i) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,*
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or*
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.*

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 7.03 *Procedures*

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.*

- b. *The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*
- c. *After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.*
- d. *If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.*

(d) Violations of the Conflicts of Interest Policy

- (i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.**
- (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.**

Section 7.04 *Records of Proceedings*

- (a) The minutes of the governing board and all committees with board delegated powers shall contain:**
 - a. *The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.*
 - b. *The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.*

Section 7.05 Compensation

- a. *A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.*
- b. *A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.*
- c. *No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.*

Section 7.06 Annual Statements

(a) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. *Has received a copy of the conflicts of interest policy,*
- b. *Has read and understands the policy,*
- c. *Has agreed to comply with the policy, and*
- d. *Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.*

Section 7.07 Periodic Reviews

(a) To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. *Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.*
- b. *Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly*

recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7.08 Use of Outside Experts

- (a) When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VIII. Fiscal Policies

Section 8.01 *The fiscal year shall run from January 1 through December 31*

Section 8.02 *All funds, property and assets received by the corporation shall be used for the promotion of the purposes set forth in the corporations mission statement*

Section 8.03 *Project managers will submit a budget proposal to the board of directors for approval. The project managers will then be bound by the conditions of the approved project budget. Revisions of a project's budget can be approved anytime by a simple majority of the board of directors.*

Article IX. Amendments

Section 9.01 *These by-laws may be amended by a 4/5 vote of board members provided that all members are provided a copy of any changes at least 1 week prior to the vote.*

Approved by:

Kathleen Gilmore, President, Board Member

Date

Angella Summers, Vice-President, Board Member

Date

Jennifer Kirk, Secretary, Board Member

Date

Jane Aguiar, Treasurer, Board Member

Date

Catherine Koehler, Board Member

Date