

BYLAWS

AUTISTICS ASSOCIATION OF GREATER WASHINGTON, INC.

ARTICLE I.

NAME.

The name of this Corporation shall be “Autistics Association of Greater Washington, Inc.” The Corporation may also be referred to as AAGW.

ARTICLE II.

PURPOSE.

The Corporation is organized exclusively for charitable and educational purposes and exists to:

- Establish in metropolitan Washington a community for autistic adults;
- Offer autistic adults mutual encouragement by providing support group meetings;
- Foster the development of social skills of autistic adults;
- Compile relevant information resources and share them with autistic adults and their families;
- Educate the public about autism and the needs of autistic adults; and
- Advocate the interests of autistic adults.

ARTICLE III.

BOARD OF TRUSTEES.

Section 1. *Powers.* All corporate powers shall be exercised by, or under the authority of, the Board of Trustees.

Section 2. *Number of Trustees.* In no case shall the number of Trustees be fewer than three or more than nine. The Board may vary the number of Trustees but no change in the size of the Board shall affect the term of an incumbent Trustee without his or her consent. And the terms of all Trustees, regardless of their dates of election, shall end on December 31st of each even-numbered year.

Section 3. *Election and Term.* Pursuant to the Articles of Incorporation, the Trustees shall elect their successors for a term of two years. The Trustees-elect shall be chosen at a meeting held during the fourth quarter of each even-numbered year. They shall take office on the following January 1st.

Section 4. *Eligibility.* No person shall be eligible to serve as a Trustee or Officer who is not at least 18 years of age and who is not autistic.

Section 5. *Fiduciary Duty.* Each Trustee shall have a fiduciary duty to ensure that the Corporation and its agents execute their responsibilities in accordance with law.

Section 6. *Nonliability.* The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7. *Corporate Records.* Each Trustee shall have complete access to corporate records.

Section 8. *Term Limits.* There shall be no limit on the number of terms a Trustee may serve.

Section 9. *Resignations.* Any Trustee or Officer who resigns shall address his or her resignation in writing, via postal mail or electronic means, to the Board, the Chairperson of the Board, the President or the Secretary.

Section 10. *Removal.* The Board may remove a Trustee from office on motion by another Trustee, provided that no such proposal shall be voted upon unless it shall have been distributed to each Trustee at least 10 days in advance. In all such cases the proposal to remove a Trustee shall include the reason for removal.

ARTICLE IV.

MEETINGS OF THE BOARD.

Section 1. *Frequency.* The Board shall convene in person at least once each quarter.

Section 2. *Quorum.* A majority of the Trustees shall constitute a quorum.

Section 3. *Calling Meetings.* Meetings may be called by the Chairperson, the President, or any two Trustees.

Section 4. *Presiding Officer.* The Chairperson shall preside over meetings. Whenever the Chairperson is absent from a meeting, or his office is vacant, the President shall preside.

In the event that neither the Chairperson nor the President preside, the Board shall designate a Trustee to chair the duration of the meeting.

Section 5. *Electronic Meetings.* The Board may convene by telephone conference call or other electronic means, provided that each Trustee participating can hear every other Trustee participating.

The Board may not amend the Articles of Incorporation or these Bylaws, or remove a Trustee, at an electronic meeting.

**ARTICLE V.
CORPORATE OFFICERS.**

Section 1. *Chairperson.* At their first meeting in every odd-numbered year, the Trustees shall elect, from among their number, a Chairperson of the Board and a President. The Chairperson and the President shall take office immediately and shall serve for the remainder of their two-year terms as Trustees.

Whenever the office of Chairperson becomes vacant, the Board shall elect a Trustee to fill the vacancy, who shall take office immediately.

Section 2. *President.* The President shall manage the affairs of the Corporation subject to oversight by the Board.

Section 3. *Secretary.* The Trustees shall appoint a Secretary.

The Secretary shall record and keep the minutes of meetings of the Board of Trustees, keep all corporate records, and perform all duties customary to the office of Secretary or as may be determined by the Board or by the President.

Section 4. *Treasurer.* The Trustees shall appoint a Treasurer.

Section 5. *Other Offices and Committees.* The Trustees may establish, fill and abolish additional offices and committees. Subject to the oversight of the Trustees, the President may also exercise these powers.

Section 6. *Trustees as Officers.* Trustees shall be eligible to serve as Officers. Except for the Chairperson of the Board and the President, no Officer need be a Trustee. However, no Trustee may be a paid employee of the Corporation.

Section 7. *Combining Offices.* The Trustees may combine no more than two offices established by these Bylaws and may elect or appoint the same individual to no more than two offices established by these Bylaws.

Section 8. *Removal.* The Trustees may remove any Officer. In addition, the President may remove any Officer except the Chairperson of the Board.

**ARTICLE VI.
COMPENSATION AND REIMBURSEMENT.**

Trustees shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**ARTICLE VII.
NONDISCRIMINATION.**

Section 1. Neither the Corporation nor any of its Trustees, Officers, employees or agents shall discriminate on account of race, color, creed, sex, religion, national origin, veteran's status, disability, marital status, gender identity, or sexual orientation.

Section 2. All business decisions of the Corporation shall be made on a nondiscriminatory basis and in strict compliance with Federal, State and local law.

**ARTICLE VIII.
CONFLICT OF INTEREST.**

The Trustees shall maintain a conflict of interest policy.

**ARTICLE IX.
RULES AND POLICIES.**

The Trustees may adopt resolutions, rules and policies to govern the Board, the Officers, employees, and the Corporation generally.

**ARTICLE X.
AMENDMENTS.**

The Trustees may amend these Bylaws, provided that no such proposal shall be voted upon unless it has been distributed to each Trustee at least 10 days in advance.

**ARTICLE XI.
SEVERABILITY.**

Any adjudication by a court that invalidates any part of these Bylaws shall not be deemed to

invalidate any other part hereof.

ADOPTED BY THE BOARD OF TRUSTEES.

February 9, 2020