

# CONSTITUTION

of the

## SOUTH CAROLINA AUTISM SOCIETY, INC.

### Article I - PURPOSE

The South Carolina Autism Society, Inc. (“SCAS”) is the first and only statewide, nonprofit, nongovernmental organization in South Carolina dedicated to the total welfare of all persons with autism spectrum disorders and their families.

SCAS’ purpose is to advocate continuously to service-providing agencies for appropriate lifelong services that will enable all persons with autism spectrum disorders to reach their maximum potential. SCAS is to administer this purpose by:

#### PROMOTING AND ADVOCATING FOR:

- The earliest possible identification and intervention.
- Appropriate interagency services referrals.
- Quality training and education of service providers.
- Appropriate and meaningful research and study regarding autism by well-qualified professionals.
- An array of continuums of lifetime services.
- Individualized family training and support.
- State and federal funding for programs and services for persons with autism.

#### PROMOTING AND PROVIDING:

- Participation in monitoring of all programs serving autistic persons.
- Educational awareness regarding autism to all persons who do, should, or will provide services to individuals with autism, and to the public in general.
- A close working relationship with state agencies that serve persons with autism.
- Gathering and disseminating information regarding autism.
- A “team spirit” between parents and professionals.
- The formation of local family support groups and regional activities to include all persons interested and involved in the welfare of autistic persons.
- Cooperation with other organizations with similar goals.
- Familiarize legislators with autism and needs of the autistic population.
- Referrals for services upon request.
- Solicitation and receiving of funds for the accomplishment of the above purposes.

## Article II - MEMBERSHIP

Any person who subscribes to the purpose of SCAS shall be eligible for membership into the Society.

## Article III - OFFICERS

The officers shall be: Chair, Vice Chair, Secretary and Treasurer. There shall be no more than eight (8) elected directors and there shall be duly elected regional representatives. The immediate past chair shall serve only as long as he/she is the immediate past chair.

## Article IV - AREAS OF ACTIVITY

The boundaries of the state of South Carolina shall be the area within which this Society shall operate.

## Article V - AMENDMENTS

This constitution may be amended at the annual meeting of SCAS by a vote of two-thirds (2/3) of those members present, provided that the proposed amendments have been submitted in writing to the entire membership not less than 15 days prior to the annual meeting.

## Article VI - DISSOLUTION

In the event of the dissolution of SCAS or the surrender or forfeiture of the charter or otherwise, no distribution of assets is to be made to any officer, director, employee or any other person or individual.

BYLAWS  
OF THE  
SOUTH CAROLINA AUTISM SOCIETY, INC.

Article I - MEMBERSHIP

- Section 1. Admission to Membership - Any eligible person may be admitted to membership upon payment of the current annual dues.
- Section 2. Prerogatives - All members, except honorary members, shall enjoy the same rights and privileges, except as stated in Article I, Section 3. Each member, except honorary members, shall be entitled to vote on all questions before South Carolina Autism Society (“SCAS”) membership and to vote in the election of officers and directors, and shall be eligible for appointment to standing or special committees.
- Section 3. Officers - Any member shall be eligible for election as an officer or member of the board of directors, with exception of professional, salaried persons involved in direct services, excluding relatives of autistic individuals.
- Section 4. Dues - The amount of state SCAS dues shall be determined by the SCAS Board. National dues shall be determined by the Autism Society of America.
- Section 5. Dues Payment - The annual dues shall be payable each year on the anniversary of the date of joining, becoming delinquent two months after due date. Termination date will be three months after due date, at which time the delinquent member will be automatically dropped from the membership rolls.

Article II - MEETINGS OF MEMBERS

- Section 1. Annual Meeting - There shall be an annual meeting of the membership between the dates of August 1 and December 15. The purpose of the annual meeting shall be to elect officers and directors of vacated directorships to the Board of Directors, present the annual report and financial statement, and other transactions of business as shall be legally brought before it.
- Section 2. Special Meetings - Special meetings of the members may be called by the chair or by a majority of the directors, and must be called by the Chair,

or a successive officer, upon written request of one-fourth (1/4) of the membership.

- Section 3. Notice of Meetings - Written notice, including electronic means, of the purpose, time and place of annual and special meetings of the membership shall be given to all members. Such notice shall be served upon the membership not less than fifteen (15) nor more than sixty (60) days prior to the annual meeting, and not less than fifteen (15) days prior to a special meeting.
- Section 4. Quorum - For any meeting of the membership, a quorum shall consist of those members present.
- Section 5. Voting - Each member having the right to vote shall be entitled to one (1) vote. A majority vote at a meeting duly called shall be sufficient to act upon a matter properly brought before the meeting. No proxies shall be allowed.
- Section 6. Authority - Except where inconsistent with these Bylaws or the laws of the state of South Carolina, Robert's Rules of Order (latest revision) shall govern the conduct of the meetings of SCAS.

### Article III - OFFICERS

- Section 1. Officers - The officers of SCAS shall be chair, vice-chair, secretary and treasurer, all of whom shall be elected for a term of one year, or until their successors are elected. Only qualified members may hold office. No person may hold more than one office at a time. The Chair may be elected to a limit of two consecutive terms.
- Section 2. Chair - The Chair shall be the chief volunteer officer of SCAS and shall preside at all meetings of SCAS, the Board of Directors and the Executive Committee. The Chair shall have general responsibility for the activities of the SCAS board and the powers and duties usually associated with the office of chair and shall have such other powers and perform such other duties as may be prescribed by the Constitution and Bylaws. The Chair shall be a member of all committees, except the Nominating Committee, and exercise general supervision over their work in order to assure the most effective operation of the Society. The Chair shall, with the advice and consent of the Board of Directors, appoint the Nominating committee, and all other standing and special committees and the parliamentarian. The Chair shall present a progress report of the year's activities at the annual meeting of SCAS' membership. The Chair shall be empowered to conduct official business as may be necessary by mail or phone.

Section 3. Vice Chair - The Vice Chair shall assist the Chair in the performance of the Chair's duties and shall assume such other duties as are assigned by the Chair and approved by the Board of Directors. In the absence of the Chair, The Vice Chair shall assume the duties of the Chair, and shall preside at the meetings of the Society and of the Board of Directors. In the event that the Chair shall be unable to serve, the Vice Chair shall succeed to the office of the Chair for the remainder of the Chair's term.

Section 4. Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors and the Executive Committee; and shall forward these records to the SCAS office within two weeks of all meetings held. Copies of the Board minutes shall be distributed to all board members before the next board meeting.

Section 5. Treasurer - The Treasurer shall ensure that full and accurate accounts of the receipts and disbursements of the corporate funds are made in books belonging to SCAS, and that all monies and valuable effects in the name and to the credit of SCAS are deposited in such depositories as may be designated by the Executive Committee of the Board of Directors. The Treasurer shall disburse the funds of SCAS as he or she may be ordered by the Executive Committee of the Board of Directors. The Treasurer shall make a report to the Board of Directors annually. The Treasurer is responsible for ensuring that an annual, independent audit is conducted of SCAS at the end of each fiscal year. The Treasurer shall report in writing at the annual meeting a year-end financial statement; and shall submit other financial reports at such times as requested by the Board of Directors. At all times, the accounts shall be open for inspection by the Chair and the Board of Directors.

Section 6. Vacancies - A vacancy may exist in any office for the following reasons:

- a) Death
- b) Resignation in writing
- c) Inability to perform the duties of the office
- d) Removal from office for cause

The Board of Directors may, by a three-fourths (3/4) majority vote, vacate any office for cause or whenever the Board shall determine that the incumbent is incapable of performance of the duties of such office. The officer affected shall be given, by registered mail, written notice of any such proposed action of the Board, together with a detailed statement of the reason, at least thirty (30) days before removal by the Board. The officer shall have the right to respond to such notice within thirty (30) days after receipt of such notice. A vacancy in any office may be filled for the unexpired term by chair appointment, subject to the approval of the Board of Directors.

## Article IV – DIRECTORS

- Section 1. Composition – There shall be a board of directors which shall consist of the officers of SCAS, the Immediate Past Chair, an elected director for each SCAS region of the state, and no more than eight (8) elected directors. One must be a member of SCAS to serve as a director. The directors shall be elected for terms of four (4) years. Directors terms shall be limited to two consecutive terms. The Chair, at the completion of his/her term(s) shall have a seat on the Board as Immediate Past Chair as long as he/she qualifies as the Immediate Past Chair.
- Section 2. The Board shall be the governing body of the Society. The Board shall have no power to amend the constitution, but can, by a two-thirds (2/3) majority vote of the Board, amend the Bylaws subject to the approval of the membership at the succeeding membership meeting.
- Section 3. Vacancy – In the event an elected director dies, resigns in writing, or loses membership in SCAS, the Chair shall, subject to approval by the Board, appoint a successor to serve the unexpired term. At the end of an appointees term, and at the discretion of the Nominating Committee, an otherwise qualified appointee may be nominated at the ensuing annual meeting to serve the next full term.
- Section 4. Removal – A Director may be found unable to carry on his/her duties or be removed in the manner and subject to the notice requirements established for removal of officers in Article III, Section 6, of these Bylaws.
- Section 5. Meetings – (a) Annual – The Board shall set the annual meeting date to fall between August 1 and December 15.  
(b) Board – The Board shall meet at least four times per calendar year.  
(c) Special – Special meetings of the board may be called by the Chair on his/her own initiative or must be called at the written request of one-fifth (1/5) of the members of the Board stating the reasons and purpose therefor.
- Section 6. Notice of Meetings – Notice of every meeting shall be given to each director at least two (2) weeks prior to any meeting.
- Section 7. Quorum – For any meeting of the Board, a quorum shall consist of one third (1/3) of the filled Board positions.
- Section 8. Voting – Except as otherwise provided in these Bylaws, all actions of the board shall be taken by a majority vote of directors present at the meeting. No proxies shall be allowed.

## Article V – EXECUTIVE COMMITTEE

- Section 1. Composition – The Executive Committee shall consist of all the elected officers of the Society, the Immediate Past Chair, and one additional board member appointed by the chair.
- Section 2. Powers – The Executive Committee shall exercise all powers of the Board of Directors during the intervals between the meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its succeeding meeting. The Board may revise or alter actions of the Executive Committee, provided no irrevocable rights of third parties shall be affected by such revision or alteration.
- Section 3. Meetings – The Executive Committee shall meet as often as necessary. Meetings may be called at the discretion of the Chair, or the Executive Director, or at least three (3) members of the committee. Notice of every meeting shall be given to each member of the Executive Committee at least (7) days prior to any meeting. Meetings of the Executive Committee may be held by telephone conference call provided all parties can hear each other.
- Section 4. Quorum – A simple majority of the members of the Executive Committee must be present to constitute a quorum for any meeting. A majority vote of the members present shall be required for decisions or action by the committee. No proxies shall be allowed.

## Article VI – NOMINATIONS AND ELECTIONS

- Section 1. Nominations – The Nomination Committee shall be appointed by the chair with the advice and consent of the board.
- Section 2. Duties – The Nominating Committee shall propose nominees for all of the offices and directorships which will be vacated at the annual meeting. Written notice of the nominations proposed by the Nominating Committee shall be given to the membership at least fifteen (15) days prior to the annual meeting. All nominees selected by the Nominating Committee shall have given prior consent before their names can be presented to the membership. Nominations from the floor shall be permitted with respect to any office to be voted upon at the annual meeting, provided that the person nominated has given consent to being placed in nomination
- Section 3. Elections – Election of officers and directors shall take place at the annual meeting of SCAS except as otherwise provided in these Bylaws. Voting may be by secret ballot. No proxies shall be allowed.

## Article VII – COMMITTEES

- Section 1. Committees – Committees of the Society shall be set as the Board may determine. Committees may include Development, Program Services, and Public Relations.
- Section 2. Appointment – Committees shall be appointed by the Chair, with approval from the Board, at the beginning of the Chair’s term.
- Section 3. Goals – Written goals and objectives for each committee shall be prepared by individual committees and presented to the Board. Upon approval by the Board, the goals will be recorded in the minutes and kept on file at the SCAS office.

## Article VIII – ADVISORY BOARDS AND CONSULTANTS

- Section 1. Professional Advisory Board – An Advisory Board of professional consultants may be appointed by the Chair with the advice and approval of the board and shall serve a term of two (2) years. Such Advisory Board shall meet at least once a year and submit a written report to the Board of Directors after each meeting.
- Section 2. Special Boards and Consultants – The Board of Directors may at its discretion authorize the appointment of additional special advisory boards and of consultants for either general or specific purposes. Appointments of such consultants and board members shall be made by the Chair with the advice and approval of the Board of Directors.

## Article IX – ADMINISTRATION

- Section 1. Compensation of Officers and Directors – Officers and directors shall not receive any salary or other compensation for services in their capacity as officers or directors.
- Section 2. Appointment of Employees – The Board of Directors hires and directs the executive director. The executive director hires and directs all other employees.
- Section 3. Duties of the Executive Director -- The executive director shall serve as the organization’s president and the chief executive officer. He or she shall be responsible for directing the day-to-day operations of the office, overseeing staff and implementing board policies.

- Section 4. Acts of the Society – No person shall act in the name of SCAS except as authorized in the Bylaws or by the Board of Directors or the Chair. No person shall, without the approval of the Chair or the Board, send any letter, notice, or written communication in the name of SCAS to the members of SCAS or to any other person including any association, public body, or public official.
- Section 5. Fiscal Year – The fiscal year of the Society shall commence on the first day of January each year and end on the thirty-first day of December of the same year.

#### Article X – SCAS REGIONS

For convenience and unity of purpose, there shall be regions of one statewide SCAS chapter in the state. The number of regions of SCAS shall be determined by the Board. Such regions shall have the rights and obligations provided in the Constitution and ByLaws. The Regional Representative of each region shall automatically be a member of the Board of Directors. No separate dues will be charged.

#### Article XI – FINANCES

- Section 1. Society Membership Dues – SCAS office shall bill and collect the annual membership dues. The staff responsible for membership records shall forward national dues to ASA through the SCAS office.
- Section 2. Assessment –SCAS may at its option, and in accordance with the Constitution and Bylaws of SCAS, assess its members for financial contributions and support of SCAS activities.
- Section 3. Contributions and Gifts – SCAS may solicit and receive gifts and financial contributions in support of its activities. The financial receipts of SCAS derived from sources other than SCAS membership dues may be retained by SCAS for the support of SCAS activities; unless other arrangements approved by the Board are established between SCAS and ASA.
- Section 4. Fund Raising – It is the policy of SCAS to encourage efforts to raise funds in support of SCAS activities. No person, officer, or director may in the name of SCAS solicit or receive gifts or contributions of any kind without prior approval of the Board of Directors or from the Chair subject to the approval of the Board.

## Article XII – AMENDMENTS

At any meeting of the membership of SCAS, the members may, by two-thirds (2/3) majority vote of the membership present, alter, amend, or repeal any part or all of these Bylaws, adopt new Bylaws, or direct the Board of Directors to cause any provision of the Bylaws to be altered, amended, repealed, or adopted; provided, however, that no provision of the Bylaws to be amended would be inconsistent with SCAS' status as a non-profit charitable corporation under the laws of the state of South Carolina and, that no provision would be inconsistent with the SCAS constitution nor would infringe on the rights of a third party. No proxies shall be allowed.

Proposals to amend, alter, or repeal any part of the Bylaws must be mailed to the membership at least fifteen (15) days prior to the membership meeting that would consider the changing of the Bylaws.

## Article XIII – DISSOLUTION

In the event of the dissolution of SCAS according to Article VI of the Constitution, all property owned, acquired, managed, and operated by SCAS is irrevocably dedicated to charitable purposes to achieve the purposes of SCAS as defined in Article I of the SCAS constitution. Upon the dissolution of SCAS, such property shall not inure to the benefit of any private person except to a non-profit fund, foundation, or corporation whose purposes as specified in the Internal Revenue Code and laws of the state of South Carolina would aid or benefit the general welfare of persons with autism and their families.

Bylaws Revised:        1980  
                                  1984  
                                  1986  
                                  1988  
                                  1990  
                                  1991  
                                  1992  
                                  1993  
                                  1997  
                                  11/20/1999  
                                  10/13/2001  
                                  10/13/2007

