

**AMENDED AND RESTATED
BYLAWS
OF
AUTISM PENSACOLA, INC.**

ARTICLE I - Name

The name of the corporation shall be Autism Pensacola, Inc., a Florida not-for-profit corporation which does business under the fictitious name “Autism Pensacola” (herein, the “Corporation”).

ARTICLE II - Purpose

The purpose of the Corporation is to improve the lives of those living with autism in the Greater Pensacola, FL area (primarily Escambia and Santa Rosa counties).

ARTICLE III - Membership

Section 1. Eligibility – Any person who subscribes to the purposes of the Corporation shall be eligible for membership.

Section 2. Admission to Membership – Any eligible person may be admitted to the membership of the Corporation upon receipt of their application and payment of the current dues.

Section 3. Classes of Members; Voting Rights – There shall be the following voting classes of members:

- (a) Community Member - a person not related to an individual with autism who wishes to further the purposes of Autism Pensacola;
- (b) Family Member – a person related to an individual with autism;
- (c) Professional Member - a person who works in any professional capacity with those with autism; and
- (d) Individual with Autism - a person who has the diagnosis of autism or any autism spectrum disorder.

The Board of Directors shall determine the dues for each class of membership.

Section 4. Dues Payment – Annual dues shall be payable on the anniversary of the initial payment of each succeeding calendar year. The due date and method of collection of annual dues may be revised from time to time as determined by the Board of Directors.

Section 5. Suspension of Membership Privileges – Annual dues for a member of the Corporation shall be paid within forty-five (45) days from the date when due. Failure to pay within the forty-five (45) day period will result in suspension of membership.

Section 6. Revocation of Membership – For just cause, the Board of Directors (herein sometimes referred to as the “Board”) may revoke any membership. Before such revocation, the member in question shall be notified of the proposed revocation and the reasons for such proposed revocation. Such notice shall be sent by U.S. registered mail not less than two weeks prior to the date of the meeting at which the Board is to consider such membership revocation.

The member whose membership is proposed to be revoked may submit written information on his/her/their behalf for consideration by the Board at the meeting for which notice was given. A member may be present in person at the Board meeting for which notice was given, and a member shall have a right to address the Board regarding the proposed revocation prior to a vote by the Board upon such proposed revocation. The Board shall allow the member reasonable time to address the Board. Revocation of a membership shall be by a two-thirds (2/3) vote of the Board.

The removed member shall have his or her full statement appended to the minutes of the meeting of the Board at which revocation was enacted. A revoked member may be reinstated by two-thirds (2/3) vote of the Board after receipt of a written request from the revoked member that contains additional information.

ARTICLE IV – Meetings of Members

Section 1. Annual Meeting – An annual meeting of the members shall be held at a location at the discretion of the Board each year. The exact date and place of each Annual Meeting shall be set each year by the Board not less than 30 days prior to the date of the Annual Meeting. Notice of the date and place of the Annual Meeting shall be given as provided in Section 3 of this Article. The purpose of the Annual Meeting shall be as follows:

1. Announcement of the annual election results.
2. Identification and reaffirmation of the goals of the Corporation.
3. Dissemination of the annual financial report.
4. Presentation of the President’s Report and Committee Reports.
5. Consideration of other such items of substantive importance to the Corporation as shall be duly brought before the meeting upon a member’s request of the Board no less than 3 weeks prior to the Annual Meeting.

Section 2. Special Meetings – Special Meetings of the members may be called by the President, by a majority of the Directors and must be called by the President upon written request of no less than two-thirds (2/3) of the members of the Corporation.

Section 3. Notice of Meetings – The Secretary shall give to all members written notice of the purpose, time and place of the Annual and any Special Meetings of the members. Such notice shall be provided to the members not less than thirty (30) or more than 60 calendar days prior to the Annual Meeting and not less than two weeks (14 calendar days) days prior to Special Meetings.

Section 4. Quorum – A quorum for the Annual Meeting and Special Meetings shall consist of a minimum of five (5) members in good standing or one-quarter (1/4) of all members of the Corporation, whichever is less.

Section 5. Voting –

- (a) Each voting member is eligible to vote and shall have one vote, except that Family Members shall have two votes to be cast by the members holding each Family Membership.
- (b) Items may be placed on the annual mail ballot if the President and Secretary receive them in writing at least thirty (30) calendar days before the Annual Meeting and they are approved by the Board of Directors. Further, a majority of the members present at the Annual Meeting may recommend to the Board that an item(s) appear on the next mail ballot. The Board shall take action on all such recommendations within thirty (30) calendar days.
- (c) The same procedures apply to mail ballots for other items as the Board wishes to submit to the general membership for consideration.

Section 6. Authority – Except where inconsistent with these bylaws or the laws of Florida, Robert’s Rules of Order (latest revision) shall govern the conduct of meetings of members.

ARTICLE V – Directors

Section 1. Composition – There shall be a Board of Directors (sometimes referred to hereinafter as the “Board”) which shall consist of a minimum of nine (9) Directors and shall include all Officers. The precise number of Directors to be elected shall be determined by the Board. Directors shall be elected for a term of three (3) years. At all times the terms shall be staggered as to consistently refresh board membership. The Board shall determine the number of Directors to be elected each year. No person may be elected to the Board for more than two (2) consecutive terms, unless approved by three-fifths (3/5) of the Board.

Section 2. Powers – The Board shall be the governing body of the Corporation. The Board shall have the lawful powers to carry out the purposes of and conduct the business of the Corporation.

Section 3. Vacancy – In the event an elected Director dies, resigns in writing, loses membership, becomes physically unable to carry out the duties of a Director or is removed for cause, in accordance with procedures for Officers in Article VI, Section 6, the Board shall, within ninety (90) days, select by a majority vote, a person to fill the vacant seat to serve the remainder of the unexpired term.

Section 4. Meetings –

Meetings: In addition to the annual meeting of the members, the Board shall hold at least one business meeting during the year and may schedule others as it deems necessary to conduct the business of the Corporation. Such meetings shall be held at locations determined by the Board.

Non-Business Meetings: The Corporation shall provide to the membership a minimum of four (4) non-business meetings per year, two (2) of which may be combined with the business meetings. One combined meeting shall be the Annual Meeting. Other meetings may take place at a time and location as decided by the Board.

Special Meetings: Special meetings of the Board may be called by the President on the President's own initiative. Special meetings of the Board may also be called at the written request of one-fifth (1/5) of the members of the Board stating the reason and purpose therefor. Such meetings may be held by telephone conference call.

The Annual Meeting must be held in person. Regular meetings and special meetings may be held either in person or by telephonic communication provided that proper notice of the meeting is provided to each Director, and further provided that the communication provided to each Director is sufficiently clear and without the interference to allow each Director to hear and participate with all members. Minutes shall be kept of all meetings held by telephonic means in the same manner as for a meeting held in person.

Section 5. Notice of Meetings – Notice shall be given to each Director of every Board meeting at least one (1) week prior to any meeting. A director may waive such notice. The Secretary shall prepare and distribute minutes of all meetings.

Section 6. Quorum – A majority of the Board present in person or on any telephonic communication shall constitute a quorum for the transaction of business.

Section 7. Voting – Except as otherwise provided by these bylaws, all actions of the Board shall be taken by majority vote of the Directors present in person or by roll call, or by voice voting when using telephonic means, for the conduct of any meeting, provided that those persons present constitute a quorum as defined in Article V, Section 6, and all such actions shall be deemed a valid corporate act. Absent a quorum, the Board members present may not conduct

business except to adjourn the meeting from time to time and to designate a time and place for convening a subsequent meeting of the Board.

Section 8. Voting by Correspondence –Written Consent – Any action permitted to be taken by the Board may be taken upon the written consent of a majority of all members of the Board. Any action taken by the Board of Directors by written consent shall have the same force and effect as a vote of a majority of a quorum at a meeting duly held. The vote upon such consent shall be recorded with the minutes of the proceedings of the Board along with the written vote on such action. Such action by written consent vote shall have the same force and effect as any majority vote of the Board taken during a Meeting under Section 4 of this Article. E-mail voting is permitted as a form of written vote.

ARTICLE VI – Officers

Section 1. Following the Annual Meeting announcement of the election results, the new Board shall meet at its next regular meeting and, as its first order of business, shall elect, by majority vote from within its members, the Officers and Executive Committee as specified in these bylaws. These shall be elected by the board annually.

Section 2. The President of the Corporation shall be elected by the Board of Directors and shall retain the position until the incumbent resigns, becomes incapacitated, or is removed by the Board. The President shall also be the Chief Executive Officer of the Corporation. The President shall have general responsibility for the activities of the Corporation and the powers and duties usually associated with the office of the President, and shall have such powers and perform such other duties as may be prescribed by these bylaws. The President shall be a member of all committees, except the Nominating Committee, and shall exercise general supervision over the work of such committees in order to assure the most effective operation of the Corporation. The President shall present a progress report of the year's activities at the Annual Meeting. By January 15 of each year, the President, with the Treasurer, shall present a budget for the current year to the Chairman who will review and recommend changes by January 31 to be approved by the Board within thirty (30) days. The President shall be empowered to conduct such official business as may be necessary by mail and/or by telephone or e-mail. .

Section 2.5 The Board Chairman of the Corporation shall be elected by the Board of Directors as directed in Section 1 of this article and shall serve a maximum of two (2) consecutive terms. The Chairman shall preside at all meetings of the Corporation, the Board and the Executive Committee. The Chairman shall, with the advice and consent of the Board, appoint the Nominating Committee and the Chairs of all special and standing committees.

Section 3. Vice-Chairman – The Vice-Chairman shall assist the Chairman in the performance of his or her duties and shall assume such other duties as are assigned by the Chairman and approved by the Board. In the absence of the Chairman, the Vice-Chairman shall assume the duties of the Chairman, and shall preside at the meetings of the members, of the Board and of the Executive Committee. In the event that the Chairman shall be unable to serve, the Vice-Chairman shall succeed to the office of the Chairman for the remainder of the Chairman's term. The Vice-Chairman shall serve as chair of the Nominating Committee.

Section 4. Secretary – The Secretary shall keep an accurate record of the proceedings of the Annual Meeting, all meetings of the Board, and of the Executive Committee. The Secretary shall be the custodian of all the books and records, except those specifically assigned to others. An up-to-date membership list shall be maintained by the Secretary who shall send out notices of all meetings of the membership, of the Board and of the Executive Committee. If voting is done by mail, the Secretary shall cause all ballots, approved by the Board, to be prepared, mailed, validated and counted in accordance with Article VIII, Section 6. Such correspondence as may be requested by the President or the Board shall be conducted by the Secretary.

Section 5. Treasurer – The Treasurer, under the supervision of the President, shall have the oversight of the receipts and deposits in the name of the Corporation of all revenues received and the disbursements of funds. The Treasurer shall be responsible for the financial records of the Corporation, shall chair the Business & Finance Committee and shall assist the President with the preparation of the annual budget.

Section 6. Vacancies – In the event an Officer dies, resigns in writing, loses membership in the Corporation, becomes physically unable to carry out the duties of the office, or is removed for cause, the Board shall, within ninety (90) days by a majority vote, name a person to succeed him to fill the unexpired term. A vacancy in office, with the exception of the President, shall be filled from among those presently serving as elected Directors.

The Board may by three-fourths (3/4) vote, remove any Officer for any reason or whenever the Board shall determine that the Officer is unable to perform the duties of such office. The Officer affected shall be given, by registered mail, notice of any such proposed action of the Board together with a detailed statement or reason therefore at least one week (7) days before the removal action by the Board. The Officer shall have the right to respond to such notice within one week (7) days after the receipt of such notice. No removed Officer may succeed to any other office. If this action removes the Officer from the Board, the Officer has the same rights as described in a revoked membership, Article III, Section 6.

ARTICLE VII – Executive Committee

Section 1. Composition – The Executive Committee shall consist of the Chairman, President/Chief Executive Officer (non-voting), Vice Chairman, Secretary, Treasurer, and three (3) members at large from the Board. The Executive Committee shall be a standing committee of the Board.

Section 2. Powers – The Executive Committee shall exercise all powers of the Board during the intervals between meetings of the Board. The Executive committee shall oversee the President's performance and shall perform all staff performance reviews and make recommendations to the Board on matters of pay, allowances and bonuses for the staff. All decisions of the Executive Committee shall be promptly reported to the Board no later than at its next succeeding meeting and be subject to ratification, revision or alteration by the Board provided that no irrevocable rights of third parties shall be affected by such revision or

alteration. If no Board meeting is scheduled within thirty (30) days of any action taken by the Executive Committee, such action shall be presented to the Board in accordance with the provisions of Article V, Section 8.

Section 3. Meetings – Meetings of the Executive Committee shall normally occur at least quarterly between regular board meetings or may be called by the Chairman and/or President for specific matters of importance.. Notice of every meeting shall be given to each member of the Executive Committee in writing (including e-mail) at least seven (7) days prior to the meeting, except that in exigent situations members may waive such notice requirement, a majority so doing constituting a quorum. Meetings of the Executive Committee may take place by telephone conference call.

Section 4. Quorum – Quorum for the Executive Committee is four members. A majority vote of the members present or on the line for the telephone conference call shall be required for decisions or actions by the Executive Committee.

ARTICLE VIII – Nominations and Elections

Section 1. Nominating Committee – A Nominating Committee, chaired by the Vice Chairman plus (2) members of the Board, shall be appointed three (3) months prior to the annual meeting by the Chairman with the advice and consent of the Board. The President shall inform the Nominating Committee of the number of seats to be filled.

Section 2. Notice – No less than sixty (60) days prior to the Annual Meeting, there shall be a call for nominations made in the Corporation’s publication if one exists or at a non-business meeting of the Corporation. Nominations from the membership will be made in accordance with procedures approved by the Board and published with the call for nominations.

Section 3. Qualifications – Any member is eligible for a position on the Board. Any member currently serving as the Board Vice Chairman or who may have served as Vice Chairman during the preceding five (5) years is eligible to run for Chairman in a case where a prior Vice Chairman is unavailable to serve as Chairman, or the nominated candidate is not elected by a majority vote, any board member during the preceding five (5) years may run for Chairman.

Section 4. Candidates – The Nominating Committee may nominate at least one person for each vacant seat on the Board. A member shall become a candidate for the Board of Directors by nomination of the Nominating Committee or nomination by a minimum of 10 percent of the members of the Corporation by correspondence in accordance with the procedural requirements prescribed by the Board and published in the newsletter of the Corporation or at a meeting, along with the call for nominations. Meeting the requirements for nomination shall guarantee candidacy. The Nominating Committee shall not endorse, favor or distinguish candidates for any office.

Section 5. Elections – In accordance with procedures established by the Board of Directors, the Secretary shall cause to be prepared an official ballot together with information on

the candidates as identified in this Section 5 of this Article. The ballots and election materials shall be provided by first class mail or e-mail to all members no later than fifteen (15) days prior to the Annual Meeting. If election occurs by mail or e-mail, all ballots to be counted for the election must be returned to the office of the Corporation and postmarked or dated no later than two (2) days prior to the Annual Meeting. The results of the direct mail election shall be announced at the Annual Meeting.

ARTICLE IX – Committees

Section 1. Standing Committees – Standing Committees of the Corporation shall be:

- (a) Program Services(Council);
- (b) Business & Finance;
- (c) Executive Committee; and
- (d) Such other committees as the Board may determine.

Section 2. The Program Services Committee (Council) shall be responsible for services to the members of the Corporation, including but not limited to: membership; government affairs advocacy; the Corporation affairs; Annual Meeting; publications; awards; annual conference; grant review; and newsletter.

Section 3. The Business & Finance Committee shall be responsible for services to the members of the Corporation including: payroll practices; budget and finance; property; insurance; taxes; purchasing; investments; money management; audits; contracts; and legal matters.

Section 4. Ad Hoc Committees – The Chairman, with approval from the Board, may from time to time appoint Ad Hoc committees whose duties shall be fully outlined and whose assignments shall in no way conflict with that of a standing committee.

Section 5. Committee Chairs – The Chairman, with the advice of the Executive Committee, shall appoint the chairpersons of the Standing Committees, who shall keep the Chairman advised at all times on the activities of the committee and render such progress reports as the Chairman may from time to time request. The chairperson of each committee shall advise the membership, either by a posted written report or by an oral report at the Annual Meeting, of the activities and progress made by the committee during the year past.

ARTICLE X – Administration

Section 1. The Corporation shall employ a President/Chief Executive Officer who is subject to the control and direction of the Board. The President shall be responsible for carrying out the policies and programs of the Corporation in accordance with the Bylaws and the Policies

and Procedures of the Board of Directors. All other staffing shall be in accordance with the purpose and mission of the Corporation and with approval of the Executive Committee. The President/Chief Executive Officer shall supervise all additional staff. The President/Chief Executive Officer shall have an annual review based on measurable goals and compensation shall be reviewed and updated annually by the Board.

Section 2. Compensation of Board Officers and Directors – Board Officers and Directors shall not receive any salary or other compensation for their services in their capacities as Officers or Directors. A Director or Officer may receive compensation for services performed in a capacity other than that of a Director or Officer provided that the Board approves such compensation.

Section 3. Acts of the Corporation – No person shall act in the name of the Corporation except as authorized in these bylaws or by the Board or the President. No person shall, without the approval of the President or the Board, send any letter, notice, or other written communication in the name of the Corporation to the members or to any person including an association, government agency or public official regarding policy matters of the Corporation. No person shall, without the approval of the Chairman or President/Chief Executive Officer, represent the Corporation in any public testimony or deposition or enter into any contractual agreement on behalf of the Corporation.

ARTICLE XI – Charitable Purpose

Section 1. Policy – The Corporation shall restrict its political activities in a manner consistent with the limitations imposed on organizations incorporated with the primary purpose of promoting educational, charitable or scientific activity as set forth in Section 501(c) 3 of the Internal Revenue Code or successor statute.

ARTICLE XII – Amendments

Section 1. Requirements – A proposal to alter, amend, repeal or adopt bylaws of the Corporation may be made by the Board of Directors.

Section 2. Voting by Mail – Any such proposal shall be transmitted to the Secretary who shall send written notice thereof to all members. These bylaws may be amended, revised or repealed by the approval of two-thirds (2/3) of those members responding by mail ballot within thirty (30) days of the mailing of the ballots. If more than one article or section is to be voted, each must be voted separately.

Section 3. No provision of these bylaws may be amended, repealed, or adopted where the effect of such action is inconsistent with the Corporation's status as a nonprofit charitable organization under the laws of Florida.

ARTICLE XIII – Dissolution

In the event of the dissolution of the Corporation, no distribution of assets is to be made to any Director, Officer, employee, or any person or individual. All property owned, managed, or operated by the Corporation is irrevocably dedicated to charitable purposes to achieve the purposes of the Corporation as defined in these bylaws. Upon dissolution of the Corporation, such property shall not inure to the benefit of any private person but shall go to a nonprofit fund, foundation, or corporation whose purposes are specified in the Internal Revenue Code and the laws of Florida and organized and operated to promote the general welfare of people with autism.

Amended by the Membership: Date: December 30, 2013

Secretary: _____