

## BY-LAWS OF AUTISM SOCIETY OF AMERICA -

Kalamazoo/Battle Creek Chapter (the "Corporation")  
(a Delaware Corporation not for profit and without capital stock)

### ARTICLE 1. MEMBERSHIP

Section 1.1 Membership. There shall be two (2) classes of membership interest in the Corporation, whose holders are to be designated, respectively, Class A Members and Class B Members. Class A Members shall be those individuals and entities who are members whose dues are fully paid of the Autism Society of America, Inc., a nonprofit corporation organized and operating under the laws of the District of Columbia ("Autism Society of America"), and who reside within Southwest Michigan. The Class B Member shall be the Autism Society of America, Inc., or its successors and assigns.

Section 1.2 Exercise of Membership Rights by Entities. Any member of the Corporation that is an entity shall exercise its membership rights through (a) its board of directors or (b) an officer or employee who has been authorized by the member's board of directors to vote on any matter that comes before the membership of the Corporation; provided, however, that upon the request of the Corporation, the member shall provide a copy of the resolutions, certified by the Secretary of the member, authorizing such officer or employee to vote on any matter that comes before the membership of the Corporation.

Section 1.3 Annual Meetings. Annual meetings of the membership of the Corporation shall take place on such dates and at such times as may be fixed by the Board of Directors of the Corporation; provided, however, that the first annual meeting shall take place within twelve (12) months after the organization of the Corporation, and each successive annual meeting shall be held on a date within twelve (12) months after the date of the preceding annual meeting. The annual meeting shall be held for the purpose of electing directors and transacting such other business as may come before the meeting.

Section 1.4 Special Meetings. Special meetings of the membership for any purpose or purposes may be called by the Secretary of the Board of Directors upon request of the Chairman of the Board of Directors or the Class B Member.

Section 1.5 Action By Written Ballot. Any action required by the General Corporation Law to be taken at a meeting of the membership, or any action that may be taken at any meeting of the membership, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by the Class B Member.

## ARTICLE 2. NOTICE

Section 2.1 Notice of Meeting. Written notice of all meetings shall be given stating the place, date, and hour of the meeting. Notice of an annual or regular meeting shall state that the meeting is called for the election of directors and for the transaction of other business that may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual or regular meeting) state the purpose or purposes. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, a copy of the notice of any meeting shall be given, personally, by mail, or by electronic mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each member at his or her record address or at such other address that he or she may have furnished in writing to the Secretary of the Corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. Notice by electronic mail shall be deemed to be given when receipt of the notice has been acknowledged by electronic response. If a meeting is adjourned to another time, not more than thirty (30) days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting. Attendance at any meeting shall nullify and defect in and constitute a waiver of notice to that meeting.

## ARTICLE 3. BOARD OF DIRECTORS

Section 3.1 Powers and Obligations. Except as otherwise provided in the Certificate of Incorporation of the Corporation or these By-laws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall be responsible for providing all information, reports and material about the Corporation requested by the Class B Member.

Section 3.2 Number and Qualifications. The Board of Directors shall consist of not fewer than five (5) and not more than fifteen (15) members.

Section 3.3 Election and Term of Office. Elections for the Board of Directors shall be held each year. Each director shall be elected by a majority of the Class A Members. The term of office of each director shall be for one (1) year or until a successor is elected. A

director may succeed himself or herself in office; provided, however, that a director may not serve more than three (3) consecutive terms. [Notwithstanding the foregoing, an individual who has served as director for three (3) consecutive terms is eligible to serve again as director after twelve (12) months from the end of date of his or her last term.

Section 3.4 Vacancies. The Board of Directors shall have the power to fill vacancies among the officers and directors by a majority vote of the directors then in office even though less than a quorum or by the sole remaining director. A successor director so elected shall serve until the scheduled meeting of the membership of the Corporation or until his or her term expires, whichever event is first to occur.

Section 3.5 Place of Meetings. Annual and regular meetings of the Board of Directors shall be held at any place within or without the state that has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of this designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board of Directors may be held either at a place designated or at the principal office.

Section 3.6 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at least once each year at such time and place as the Board of Directors may fix by resolution. Regular meetings of the Board of Directors may be held at such date and place as the Board of Directors may fix by resolution; provided, however, that there shall be at least one (1) regular meeting every six (6) months.

Section 3.7 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Class B Member, the Chairman of the Board of Directors, the President or any three (3) directors of this Corporation.

Section 3.8 Attendance. Directors shall be required to attend all meetings of the Board of Directors. If a Director fails to attend three (3) consecutive board meetings, then it shall be the option of the Board to remove that Director.

Section 3.9 Quorum and Actions. A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business. If less than a quorum is present at a regular or annual meeting, any resulting actions shall be subject to the ratification of the Board of Directors at the next meeting in which a quorum is present. Each director shall be entitled to one (1) vote. A director may not vote by proxy. Any director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all

persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 3.10 Actions Without a Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to this action. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section 3.11 Resignation and Removal. A director may resign at any time by delivering to the Class B Member and the Chairman of the Board of Directors a letter of resignation that sets forth the date of resignation. A director may be removed from office by the Class B Member, with or without cause, when a written notice of removal is delivered to such director. If a Director fails to attend three (3) consecutive board meetings, then it shall be the option of the Board to remove that Director.

Section 3.12 Compensation. The Board of Directors shall receive no compensation for their services as directors, although directors may be full-time employees of this Corporation or the Class B Member.

Section 3.13 Conflicts of Interest. Upon election to the Board of Directors, and annually, each director shall sign a conflicts of interest policy certification and disclosure form stating that the director has read, understood and is in complete compliance with, and agrees to continue to comply with, the Board's conflicts of interest policy.

#### ARTICLE 4. COMMITTEES

Section 4.1 Board Committees. The Board of Directors may, by resolution passed by a majority of the Board, designate one or more committees, each committee to consist of two or more persons; provided, however, that one shall be a director of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, with the exception of any authority the delegation of which is prohibited by Section 141 of the General Corporation Law.

Section 4.2 Membership. A committee chair shall be a member of the Board of Directors and shall be appointed by the Board of Directors. Each such chair shall serve until he or she no longer are qualified to serve as chair, until he or she is removed or resigns as chair, or until his or committee is terminated. The Board of Directors may remove at any time, with or without cause, a member or members of any committee.

Section 4.3 Meetings. Committees shall schedule regular meetings not less than one (1) time each year. Additional special meetings may be called by the President, the chair of the committee, or any two (2) committee members, as provided in Article 2.

Section 4.4 Quorum and Attendance. A majority of the members of a committee shall constitute a quorum and the concurrence of a majority of the members present shall be necessary to take any action. Each member of a committee, including the person presiding at the meetings, shall be entitled to one (1) vote. An absence may be excused by the timely request of the absent member and by formal action of the committee. A committee member may not vote by proxy.

Section 4.5 Minutes and Actions. All minutes and actions of a committee shall be duly recorded in the form of committee minutes for each meeting. Such minutes and actions shall be approved by the Board of Directors on or before its next meeting. Any committee member may participate in a meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE 5. OFFICERS

Section 5.1 Officers. The officers of the Corporation shall be a Chairman of the Board of Directors, a President who shall be the chief executive officer, one or more Vice Presidents, a Treasurer who shall be the chief financial officer, a Secretary, and one or more Assistant Secretaries or Assistant Treasurers. Any person may hold more than one office, except that neither the Chairman nor the President may serve concurrently as the Secretary or Treasurer. Only a director of the Corporation may serve as Chairman of the Board of Directors.

Section 5.2 Election of Officers. All officers shall be appointed by and serve at the pleasure of the Board of Directors, and each shall hold his or her office until he or she shall resign, or shall be removed, or otherwise disqualified to serve, or his or her successor shall be appointed.

Section 5.3 Chairman of the Board. The Chairman of the Board of Directors shall preside at the meetings of the Board of Directors. The Chairman shall cause to be called regular and special meetings of the Board of Directors in accordance with these By-laws.

Section 5.4 President and Chief Executive Officer. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board, the President shall have general supervision of the business of the Corporation and shall have such other powers and duties usually vested in such an office. The responsibilities of the President shall include:

- 5.4.1 Carrying out all policies and procedures established by the Board of Directors consistent with the philosophy, teachings and practices of the Class B Member;
- 5.4.2 Development of a plan of organization of the personnel and others concerned with the operation of the Corporation;
- 5.4.3 Preparation of an annual operating budget, capital expenditure budget and cash flow budget showing the expected receipts and expenditures of the Corporation and such other information as may be required by the Board of Directors, and submission of such budgets to the Board of Directors for approval;
- 5.4.4 Maintenance of physical properties in a good state of repair and operating condition;
- 5.4.5 Supervision of business affairs to insure that funds are collected and expended to the best possible advantage and within the provision of the annual budgets;
- 5.4.6 Presentations to the Board of Directors or to its authorized committees of periodic reports reflecting the professional service and financial activities of the Corporation as prescribed by corporate administrative policies, and preparation and submission of such special reports as may be required by the Board of Directors;
- 5.4.7 Execution of the contracts authorized by the Board of Directors, or a board committee, except as is otherwise provided by these By-laws and subject further to the limitations of authority delegated by the Board of Directors;
- 5.4.8 Performance of other duties assigned by the Board of Directors in writing that may be necessary in the best interest of the Corporation;
- 5.4.9 Designation of a qualified individual who shall be responsible to the President in matters of administration and shall represent him or her during his or her absence; and,
- 5.4.10 Establishing goals and objectives to be reviewed and approved by the Board of Directors which shall include a long range plan and an annual update.

Section 5.5 Vice-President. During the absence of the President or at the request of the President, any Vice-President may act in the place and the stead of the President.

Section 5.6 Secretary. The Secretary shall keep a record of the proceedings of the Corporation and shall perform the duties incident to the office of Secretary.

Section 5.7 Treasurer. The Treasurer shall be the Chief Financial Officer. The Treasurer shall supervise and cause to collect, receive and deposit in the name of the Corporation all monies due or belonging to it, including donations, and shall disburse funds in accordance with the directions of the Board of Directors. He or she shall perform the duties incident to the office of Treasurer.

#### ARTICLE 6. INDEMNIFICATION

Section 6.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate is or was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Corporation may make provision with respect to such indemnification of or advancement of expenses to officers and directors by agreement or by resolution of the Board of Directors. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that was in violation of the provisions of Section 3.11 above.

Section 6.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 6.1 above.

#### ARTICLE 7. FISCAL YEAR

The fiscal year of the Corporation shall be the same as that of the Class B Member.

#### ARTICLE 8. AMENDMENT OF BY-LAWS

These By-laws may only be amended or repealed and new by-laws adopted by a vote of the Class B Member.

I hereby certify that the foregoing By-laws are a true and correct copy of the By-laws of the Corporation as duly adopted by the incorporator of the Corporation as of May 18, 2004.

In witness whereof, I have hereunto set my hand this \_\_\_ day of \_\_\_\_\_, 2004.

Jean Steele, Secretary