

**BYLAWS**  
**Of**  
**THE ISLAND AUTISM GROUP, INC.**  
**December 11, 2021**

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# BYLAWS

Of

THE ISLAND AUTISM GROUP, INC.

**December 11, 2021**

## ARTICLE 1

### **General Provisions**

**Section 1.1 Name.** The name of this corporation (referred to herein as the "Corporation") is The Island Autism Group, Inc.

**Section 1.2 Offices.** The principal business office of the Corporation shall initially be at 153 Otis Bassett Road, West Tisbury, Massachusetts 02575. The Corporation may also have offices at such other places as the Corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 No Voting Members.** The Corporation shall have no voting members. All powers of the Corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the Corporation. No person now or hereafter designated by the Corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Corporation nor shall such person have any voting or fiduciary rights or responsibilities of the Corporation.

## ARTICLE 2

### **Statement of Purposes**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including but not limited to funding and offering comprehensive therapeutic services, activities and programs, hard goods, and equipment for educational growth and development of children and adults with a primary diagnosis of autism and/or autism-related intellectual, to further integrate them into society; funding and conducting seminars and workshops that advance and educate parents, teachers, and caregivers of children and adults who do not fully participate in inclusive programs and activities due to their disabilities; and purchasing, leasing, renting or otherwise acquiring property, both real and personal, as the purposes of the Corporation may require. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the Corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") or corresponding section of any future tax code.

## ARTICLE 3

### **Board of Directors**

**Section 3.1 Authority.** The business and affairs of the Corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the Corporation as permitted by law.

**Section 3.2 Composition.** The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

**Section 3.3 Terms of Office.** The board of directors shall determine the length and number of terms to be served by directors.

**Section 3.4 Notice.** Whenever written notice to one or more directors is required under these bylaws, and unless otherwise provided by applicable law, such notice may be delivered by hand-delivery, express or overnight delivery service, by regular mail, or by electronic mail ("email"), to the most recent physical or email address provided by that director, and it shall be the responsibility of each director to provide a current physical and email address to the clerk of the Corporation and to update his/her addresses promptly when changes are made.

**Section 3.5 Meetings.** The board of directors shall hold an annual meeting each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing of the date, time, place, and purpose of such meeting to all directors at least three (3) days in advance of such meeting.

**Section 3.6 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

**Section 3.7 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors can hear each other at the same time and have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 3.8 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors authorized to act with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

**Section 3.9 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 3.10 Committees.** The board of directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 3.11 Compensation.** Directors as such shall not receive any compensation for their services on the board, but directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation.

**Section 3.12 Resignation.** Any director may resign by delivering a written resignation to the Corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director who fails to attend three consecutive meetings of the board of directors shall be deemed to have delivered his or her resignation as a director as of the close of business of the meeting at which such third consecutive failure to attend shall have occurred. Any director who fails to attend any four meetings in a single fiscal year of the Corporation shall be deemed to have delivered his or her resignation as a director as of the close of business of the meeting at which such fourth failure to attend during such fiscal year shall have occurred.

**Section 3.13 Removal.** Any director may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors.

**Section 3.14 Vacancies.** Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## ARTICLE 4

### Officers

**Section 4.1 Officers.** The officers of the Corporation shall be a president, treasurer, clerk and such other officers as may be elected in accordance with the provisions of this Article.

**Section 4.2 Election.** The officers of the Corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 4.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

**Section 4.4 Removal.** Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors.

**Section 4.5 President.** The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the Corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 4.6 Treasurer.** The treasurer, or other proper officer or agent of the Corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

**Section 4.7 Clerk.** The clerk shall keep the minutes of the meetings of the board of directors in one or more books, or in a permanent electronic format with adequate back-up and security protection, provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

## ARTICLE 5

### **Corporate Transactions**

**Section 5.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined by specific instances.

**Section 5.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the president or treasurer, or such other officer or agent of the Corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the Corporation.

**Section 5.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

**Section 5.4 Contributions.** The board of directors or any authorized officer or agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE 6

### **Books and Records**

The Corporation shall keep at the principal office of the Corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the Corporation, and these may be

maintained in electronic format as appropriate provided that adequate backup and security methods are employed. All books, and records, in whatever format, of the Corporation may be inspected by any director, or agent, or attorney thereof, for any proper purpose at any reasonable time.

## **ARTICLE 7**

### **Restrictions on Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall neither participate nor intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the Corporation nor any director, officer, employee, agent, or any other person/representative acting on behalf of the Corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE 8**

### **Dissolution**

In the event of dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation to the extent assets of the Corporation permit, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Code and in accordance with the laws of the Commonwealth of Massachusetts.

## **ARTICLE 9**

### **Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE 10

### Personal Liability

No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## ARTICLE 11

### Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the persons entitled to indemnification hereunder. No amendment or repeal of this provision which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE 12

### Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)