

BYLAWS OF THE CALIFORNIA ASSOCIATION FOR BEHAVIOR ANALYSIS

A California Nonprofit Mutual Benefit Corporation

Article I. NAME AND LOCATION OF OFFICES

The name of this corporation is CALIFORNIA ASSOCIATION FOR BEHAVIOR ANALYSIS, also known as CalABA. It is a California nonprofit mutual benefit corporation with a principal office in the County of Alameda, State of California. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another.

Article II. PURPOSES

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. The specific purpose of this corporation is to advance the profession and practice of behavior analysis by advocating for behavior analysis services and the profession, promoting quality assurance in behavior analysis service provision and training, providing resources and information related to behavior analysis, and promoting and providing professional development activities for behavior analysts.

Article III. MISSION

The mission of this corporation is to advance, promote, and protect the science and practice of behavior analysis.

Article IV. MEMBERSHIP

Section 1. Members

The members of this corporation shall be the persons who have met the criteria set forth in these Bylaws for membership and who have been approved for such membership by the Board. Membership in this corporation shall not vest in any member any proprietary rights in this corporation but shall only entitle the member to vote for the election of individuals to the Board. Members shall have no other voting rights in this corporation. Membership shall not be assignable by any member.

Section 2. Memberships

- (a) Qualifications and Classifications: Membership in this corporation is open to all persons interested in or actively engaged in teaching, research, or application of the principles of behavior analysis, and shall be in one of seven classes:
 - (1) Professional - Any person holding a bachelor's degree or above in any field and who works full or part-time in behavior analysis.

- (2) Certified - Any person meeting the criteria for Professional member who is also certified by the Behavior Analyst Certification Board, Inc as a Board Certified Behavior Analyst or Board Certified Assistant Behavior Analyst.
- (3) Student - Any person classified as a student in a program of study leading to a degree in behavior analysis or a related discipline, and/or enrolled in a BACB- approved program to meet course requirements for BACB certification. Verification of student status must be provided by an administrator or faculty member of the program in which the student is enrolled.
- (4) Associate - Any person holding a bachelor's degree or above in any field and who works full or part-time in a field other than behavior analysis.
- (5) Affiliate - Any individual with an interest in behavior analysis who does not qualify for Professional, Certified, Associate, or Student membership.
- (6) Lifetime - Any individual recognized by the Board of Directors for sustained contributions to CalABA and the field of behavior analysis. Lifetime members shall receive free membership/no dues in the organization in perpetuity.
- (7) Certified Technician - Any person holding a credential or certificate as a Behavior Technician and working full or part-time in Behavior Analysis. The designation "Supporting" shall be prefixed to the membership designation of any individual in any of the preceding categories who pays additional annual dues in an amount established by the Board of Directors.
- (b) Application for Membership: Application for membership shall be in accordance with procedures established by the Board.
- (c) Dues: Dues shall be established by the Board, and shall be due upon registration for membership and renewed annually.
- (d) Termination of Membership:
 - (1) Members failing to pay dues to this corporation for sixty (60) days from renewal date shall automatically forfeit their membership in this corporation as of the sixty-first (61st) day. Individuals who have forfeited membership because of non-payment of dues may be reinstated in accord with policies established by the Board.
 - (2) The Board may, by two-thirds (2/3) vote of the entire Board, suspend or expel any member of this corporation for violation of these Bylaws, and/or any rules, procedures and policies established by this corporation. Before such action is taken by the Board, written notice shall be sent to the member not less than thirty (30) days prior to the meeting of the Board at which the matter is to be considered. Said member shall be entitled to a hearing before the Board before any decision is rendered.

Section 3. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting of the members of this corporation may be held at any place within or without the State of California that has been designated therefore by the Board.

Section 4. Annual Meeting

The annual meeting of the members shall be held in conjunction with the annual conference of this corporation and shall be called by the Board and noticed in accordance with the provisions of this Article. The annual meeting shall include, but not be limited to, presenting reports by the Directors and Officers of this corporation.

Section 5. Special Meetings

Special meetings of the members may be called at any time by order of the President of this corporation or the Board.

Section 6. Notice of Meetings

Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or electronic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Electronic Notice. Notice given by electronic transmission by the corporation shall be valid only if

- (a) Delivered by
 - (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation;
 - (2) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or
 - (3) other means of electronic communication;
- (b) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communication; and
- (c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding and foregoing,

- (d) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to

- (1) any right of the recipient to have the record provided or made available on paper in nonelectronic form,
 - (2) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and
 - (3) the procedures the recipient must use to withdraw consent.
- (e) Notice shall not be given by electronic transmission by the corporation after either of the following:
- (1) The corporation is unable to deliver two consecutive notices to the member by that means or
 - (2) The inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 7. Quorum

Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any meeting is less than one-third (1/3) of the voting members, the members may vote only on matters as to which proper notice of their general nature was given pursuant to these Bylaws.

Section 8. Election of Directors by Written and/or Electronic Ballot

The election of directors shall be accomplished by written and/or electronic ballot with the ballot of every member being solicited. All solicitations of ballots shall indicate the time, date and place where the ballot must be returned to be counted. The director candidates who receive the highest number of affirmative votes up to the number of director positions to be filled shall be elected.

Article V. DIRECTORS

Section 1. Powers

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and of the pertinent restrictions of this corporations Code of the State of California, all the activities and affairs of this corporation shall be exercised by or under the direction of the voting members of the Board of Directors. The Board may delegate the management of the day-to-day operation of the activities of this corporation to a management company or other person or persons, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the agents and employees of this corporation, prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful service.

- (b) To make such disbursements from the funds and properties of this corporation as are required to fulfill the purposes of this corporation as more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of this corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of this corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- (e) To change the principal executive office or the principal business office from one location to another; to cause this corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of any meeting or meetings.

Section 2. Number of Directors

The authorized number of directors of this corporation shall be no fewer than nine (9) and no more than twenty-one (21). Each voting Director shall be over 18 years of age and a Certified or Professional member of this corporation.

Section 3. Selection and Tenure of Office

The directors shall be elected by the membership on a rotating basis. One-third (1/3) of the voting directors, or as close to one-third (1/3) as is possible, shall be elected annually during the second quarter of each calendar year by written or electronic ballot of the members of this corporation. Directors must complete current term before running for another position unless approved by Board with written rationale that supports CalABA's mission and letter of resignation effective July 1 submitted prior to the upcoming election cycle.

Each voting director shall hold office for a term of three (3) years, with the following clarifications and exceptions:

- (a) the President-elect shall hold office for a term of three (3) years with one year as President-elect, one year as President, and one year as Past President
- (b) the Conference Chairperson-elect shall hold office for a term of three (3) years with one year as Conference Chairperson-elect and one year as Conference Chairperson and one year as Past Conference Chair
- (c) a director who is completing the term of a director whose office is vacant shall complete the remaining term of the prior director; or
- (d) the number of voting directors has been changed (in which case the directors may be elected for terms of one (1) year, two (2) years or three (3) years in order to continue the rotation basis for the Board).

An individual shall not serve more than three (3) consecutive terms as a voting director, and not more than two (2) consecutive terms in the same position, but he or she may be re-

elected as a director after three full years have elapsed since he or she last served as a director. However, a director may complete the term of a prior director whose office has become vacant and then continue as a director for two consecutive terms. If the directors are not elected by written or electronic ballot during the second quarter of the calendar year, the directors may be elected at any special meeting of the members held for that purpose. The term of office for each director shall begin on July 1 and shall continue for the elected term and until a successor has been elected and qualified.

Nominations for open director positions shall be solicited from all members of this corporation. The Executive Committee shall review all nominations, confirm that the nominating individuals are current members of the corporation and the Certified or Professional membership status of nominees, and select from the valid nominees a slate of candidates to propose to the Board. The Board shall have final approval of the slate of candidates.

Section 4. Ethics

Directors shall comply with the Behavior Analyst Certification Board's Ethical Compliance Code for Behavior Analysts in addition to adhering to the CalABA Conflict of Interest Policy and Board Member Agreement. In particular, directors shall avoid participating in dual relationships and any activities that may compromise their ability to make objective decisions regarding this corporation.

Section 5. Removal of Director

Any director may be removed without cause from the Board if such removal is approved by a majority of the directors then in office. In addition, if a director fails to attend at least three (3) Board meetings in any twelve (12) -month period, the Board shall vote on whether to remove said director from office. An individual who is removed from the Board shall not be eligible to serve as a director or on a committee of this corporation at any point in the future.

Section 6. Resignation of Director

Any director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 7. Vacancies

Vacancies on the Board may be filled by approval of the Board (pursuant to Section 5032 of the California Corporations Code) or, if the number of directors then in office is less than a quorum, by

- (a) the unanimous written consent of the directors then in office,
- (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice and waivers of notice complying with Section 7211 of the California Corporations Code, or
- (c) a sole remaining director.

Each director so elected shall hold office until the expiration of the term of office of the

replaced director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 7230) of the California Nonprofit Mutual Benefit Corporation Law. That individual shall not be eligible to serve as a director or on a committee of this corporation at any point in the future.

No reduction of the authorized number of voting directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 8. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the State of California which has been heretofore designated for that purpose by the Board.

Section 9. Annual Meeting

The annual meeting of the Board shall be held in conjunction with the annual conference of this corporation and shall be called and noticed in accordance with the provisions of this Article.

Section 10. Special Meetings

Special meetings of the Board may be called by the President or any two (2) directors of the Board.

Section 11. Number of Meetings

The Board shall hold on an annual basis at least six (6) meetings, These meetings may be in person or remotely as provided for in these Bylaws.

Section 12. Notice of Meetings

Meetings of the Board shall be held upon not less than four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director or at such director's address as it is shown upon the records of this corporation or as may have been given to this corporation by the director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 13. Quorum and Board Action

A majority of the voting directors in office shall constitute a quorum, provided that said majority of the directors in office shall constitute at least either one-third (1/3) of the authorized number of voting directors or at least two (2) voting directors, whichever is larger, or unless the authorized number of directors is only one (1). A majority of the voting directors

present, whether or not a quorum is present, may adjourn any meeting to another time and place.

If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles, these Bylaws or by law.

Section 14. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment, so long as all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this corporation.
- (c) This corporation adopts and implements some means of verifying both of the following:
 - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.
 - (2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 15. Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 16. Adjournment

A majority of the voting directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be

given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 17. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the voting members of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 18. Rights of Inspection

Every voting director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

Section 19. Committees

Committees of the Board may be appointed by resolution of the Board. Official Board committees shall be chaired by a voting member of the Board and composed of two or more members of the corporation, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) With respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 20. Fees and Compensation

Directors shall not receive compensation for their services as directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

Section 21. Annual Reports and Statements

If required by Sections 8321 and 8322 of the California Nonprofit Mutual Benefit Corporation Law, the Board shall cause an annual report and a statement of certain transactions and indemnifications to be sent annually to the members and directors of this corporation.

Article VI. DIRECTORS AND OFFICERS

Section 1. Directors

- (a) The voting members of the Board of Directors of this corporation shall be:
 - President
 - Secretary/Treasurer
 - President-Elect
 - Past President
 - Diversity & Inclusion Chair
 - Conference Chairperson
 - Conference Chairperson-Elect
 - Outgoing Conference Chairperson
 - Professional Liaison
 - Public Policy Chairperson
 - Professional Standards Chairperson
 - Public Relations/Marketing Chairperson
 - Academic Liaisons (two members)
- (b) Any Professional or Certified member may serve as a director.
- (c) The Executive Director of this corporation shall serve on the Board of Directors as an ex-officio Director, without voting power. The term of the Executive Director shall be for any period of time during which the Executive Director is employed by this corporation.

Section 2. Duties of the Executive Director

- (a) The Executive Director shall be the Chief Executive Officer of this corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of this corporation and the activities of the officers.
- (b) He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, the Executive Director's Job Description included in the Board Manual, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- (c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall in the name of this corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 3. Duties of President

The President shall preside at all meetings of the Board of Directors and its Executive Committee and the meetings of the membership unless the Board of Directors designates another Officer or Director to preside. In the absence or disability of the Executive Director, the President shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. The President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 4. Duties of President-Elect

- (a) In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President.
- (b) The President-Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5. Duties of Past President

- (a) In the absence of both the President and the President-Elect, or in the event of their inability or refusal to act, the Past President shall perform all duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions on, the President.
- (b) The Past President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 6. Duties of Secretary/Treasurer

The Secretary/Treasurer shall:

- (a) Certify and keep at the principal office of this corporation the original, or a copy, of these Bylaws, as amended or otherwise altered to date.
- (b) Keep at the principal office of this corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of this corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this corporation.
- (e) Keep at the principal office of this corporation a membership book or electronic database containing the name and address of each and every member, and, in the

- case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any director of this corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of this corporation.
 - (g) Do and perform the duties pertaining to the office of Treasurer. The Treasurer shall be responsible with overseeing the fiscal policies and procedures of this corporation, including receiving and reviewing regular reports and accounting of the funds and property of this corporation for the oversight and approval of all procedures relating to the custody of all the funds and other property of this corporation.
 - (h) Oversee procedures for keeping at the office of this corporation and/or this corporation's accountants correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.
 - (i) Cause to be exhibited at all reasonable times the books of accounts to the President and the Board of Directors upon application at the office of this corporation during business hours.
 - (j) Oversee the rendering of a statement of the condition of the finances of this corporation and shall oversee the provision of a full financial report at meetings of the Board of Directors and at such other times as the Board of Directors shall require.
 - (k) Shall be the Chair of the Finance Committee.
 - (l) In general, perform all duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7. Duties of the Diversity & Inclusion Chair

- (a) To promote this corporation's core value on diversity and inclusion and to identify methods to incorporate this value in the corporation's mission, strategies, and practices.
- (b) To provide resources to members and to the Board on diversity and inclusion including this corporation's and other organizations' events, activities, workshops and presentations.
- (c) To maintain communication with other state ABA organization's diversity and inclusion SIGs, ad hoc and formal committees as well as with the APBA Diversity and Inclusion Committee and the ABAI Diversity and Inclusion Board.
- (d) To work with the corporation's conference committee on identifying and promoting presenters with diverse backgrounds (e.g., race, gender, sexual orientation, field of practice, neurodiversity).
- (e) To develop initiatives and goals, along with the Board, related to diversity and inclusion.
- (f) To maintain regular communication with membership related to Board and this corporation's events and objectives (this may include surveys to members to measure satisfaction with activities and to identify needs).

Section 8. Other Directors

- (a) Conference Chairperson - To coordinate and oversee the planning and implementation of the annual conference, including the management of the conference budget and site selection, selection of the conference program, and ongoing operations of the conference, including a final report of these activities to the Board of Directors.
- (b) Conference Chairperson-Elect - To assist the Conference Chairperson in coordinating and overseeing the planning and implementation of the annual conference, including the management of the conference budget and site selection, selection of the conference program, and ongoing operations of the conference, including a final report of these activities to the Board of Directors. The Conference Chairperson-Elect must have served previously on the Conference Committee in good standing.
- (c) Outgoing Conference Chairperson - To hold the responsibility of successfully transferring all conference responsibilities to the new Conference Chairperson and serving as a source of knowledge and support to the new Conference Chairperson to ensure a successful event. The Past Conference Chairperson may be asked to step in to support the upcoming conference if the new Conference Chairperson is not available or of tasks require specific knowledge or expertise that the Past Conference Chairperson holds.
- (d) Professional Liaison - To serve as liaison to various professional associations, and, to fulfill all requirements designated as appropriate by the Association for Behavior Analysis, including the filing of yearly reports and maintenance of this corporation's recognition as an Affiliated Chapter. In addition, the Professional Liaison will serve as this corporation's liaison to the Association for Behavior Analysis Affiliated Chapters Board. To maintain relationships with key stakeholders outside of ABA and oversee stakeholder advisory committee.
- (e) To assist the Board of Directors in analyzing how public policy trends could impact behavior analysis and to assist in determining how CalABA can anticipate and adjust to public policy trends in order to more effectively achieve its organizational goals or to be an important contributor to the policy dialogue. Applicants for the Public Policy Chair must have served previously, in good standing, as a member of the Public Policy Committee.
- (f) Professional Standards Chairperson - To coordinate the implementation and monitoring of activities related to professional practice and professional development, such as continuing education and other training offered by the corporation.
- (g) Public Relations/Marketing Chairperson - To increase CalABA's visibility in the community and develop and execute strategies to enhance the image of CalABA through communications with the membership, general community and various media sources. To implement the corporation's advertising policy and to coordinate advertising with other relevant committees, contractors, and vendors of the corporation. The PR/Marketing Chairperson works alongside the Conference

Committee, Membership Committee and Public Policy Committee to help promote the various events and activities supported by each committee.

- (h) Academic Liaisons (2) - The Academic Liaisons will serve as CalABA's liaisons to other academics in California, students of behavior analysis, institutions of higher education, and to the public at large. The Academic Liaisons also will strengthen relationships between CalABA and communities related to the Academic Liaison's areas of expertise. Some of the duties of Academic Liaisons will include recruiting and guiding student representatives, disseminating information about the conference guidelines and student volunteers, as well as organizing and hosting the Annual Academics Retreat (previously called The Science Retreat).

Section 9. Executive Committee

The Executive Director, President, Past-President, President-Elect, Diversity Chair and Secretary/Treasurer of the Board shall comprise the Executive Committee. The Executive Director shall be an ex-officio non-voting member of the Executive Committee. At its discretion, the Executive Committee may invite other directors, contractors, or vendors to attend all or part of its meetings as non-voting attendees.

The Executive Committee shall conduct operations of the corporation between meetings of the full Board of Directors, representing and acting for the Board of Directors. In this role, the Executive Committee shall have the full powers of the Board, except for the restrictions described in these Bylaws or required by law. Communication of Executive Committee actions will be disseminated by the Secretary/Treasurer to the rest of the Board of Directors within 24 hours of meeting and shall not be disseminated to the membership until at least 48 hours after the Executive Committee meeting. The Executive Committee shall facilitate decision making between Board meetings or in urgent and crisis circumstances. It shall also act as the communication link to the Executive Director between Board meetings.

Section 10. Advisory Councils

Advisory Councils may be formed by resolution of the Board to engage individuals, organizations and corporations who have an interest in CalABA. The charter(s) of such Councils will be determined by Board. The chair(s) and members of such Councils shall be appointed by the President, with the advice and counsel of the Board, Councils shall be chaired by a Director of the Board.

Section 11. Inability to Act

In the case of absence or inability to act of any directors of this corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such directors to any other directors or any directors or other persons whom the Board may select.

Article VII. USE OF ELECTRONIC TRANSMISSIONS

This corporation is authorized to use electronic communications, as permitted by California Corporations Code Sections 20 and 5079. In this regard, this corporation may send meeting notices and all other communications/information/ materials by electronic transmission to the members, officers and directors of this corporation to the e-mail address or facsimile number

designated on a Consent form provided to this corporation by the members, officers and directors. Further, this corporation may rely on communications sent to this corporation by electronic transmission from the members, officers and directors from the e-mail address or facsimile number listed on the Consent form after the fully executed Consent form has been returned to this corporation.

Any action by the Board of Directors by use of electronic transmissions may be taken, but only if all directors on the Board approve the action electronically or in writing. It is permissible to have some of the directors vote by electronic transmission and some of the directors vote by written consent, so long as the combination of votes reflect a unanimous vote of the entire Board. A copy of the votes by electronic transmission (and written consent, if applicable) shall be filed with the minutes of the proceedings of the Board. Since Board actions by use of electronic transmissions must be by unanimous vote, no advance notice of the action to be voted upon is required.

Article VIII. INDEMNIFICATION OF AGENTS

Section 1. Definitions

For purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article.

Section 2. Indemnification in Actions by Third Parties

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of Part 2 (commencing with Section 5110) of the California Nonprofit Corporation Law made applicable pursuant to Section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation

This corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Section 5233 of Part 2 (commencing with Section 5110) of the California Nonprofit Corporation Law made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Indemnification

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 6. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnification

No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article.

Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b) in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance

This corporation shall have power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 1 of this Article. This corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Article IX. RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds

This corporation shall receive all monies and/or other properties transferred to it for the purposes of this corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of this corporation as shown by said Articles.

Section 2. Disbursement of Funds

This corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Article X. ADDITIONAL PROVISIONS

Section 1. Validity of Instruments Signed by Officers

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chairperson of the Board, the President or President Elect, and by the Secretary/Treasurer of this corporation is not invalidated as to this corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Authority of Directors and Agents

The Board, except as the Bylaws otherwise provide, may authorize any director or directors, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no director, agent or employee shall have any power or authority to bind this corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5. Amendments

These Bylaws may be amended or repealed by the approval of the Board, except for the amendment or repeal of membership voting rights in this corporation.

These rights may only be amended or repealed by the approval of the Board and the members.

Section 6. Instruments in Writing

All checks, drafts, demands for money and notes of this corporation, and all written contracts of this corporation shall be signed by the Executive Director and/or by such other individuals as the Board may from time to time by resolution designate.

Section 7. Maintenance of Articles, Bylaws and Records

This corporation shall keep at its principal executive office:

- (a) The original or a copy of its Articles of Incorporation and Bylaws as amended to date;
- (b) Adequate and correct books and records of account; and
- (c) Minutes of the proceedings of its Board and committees of the Board.