

**BYLAWS
of
Connecticut Association for Behavior Analysis (CTABA)
Membership Association**

October 31, 2016

BYLAWS
of
CT Association for Behavior Analysis
Table of Contents

	Page
Article 1. General Provisions	
1.1 Name	4
1.2 Offices	4
1.3 Fiscal Year	4
Article 2. Statement of Purposes	4
Article 3. Members	
3.1 Categories of Membership	5
3.2 Professional Membership	5
3.3 Associate (Non-Voting) Membership	5
3.4 Membership Application	6
3.5 Membership Annual Renewal/Terms	6
3.6 Annual Member Meeting	6
3.7 Quorum at Annual Member Meeting	6
3.8 Meetings by Remote Location	6
3.9 Action Without a Meeting	7
3.10 Meeting Voting at Annual Meeting	7
3.11 Members Entitled Vote	7
3.12 Member Resignation	7
3.13 Member Suspension	7
3.14 Member Reinstatement	7
Article 4. Board of Directors (BOD)/Officers	
4.1 Powers of the BODs	7
4.2 Number, Board Appointments, Election	8
1. CEO	
2. Elected/Appointed BOD members & Terms	
3. Designation	
4. Nominations/Notifications	
5. Non-voting appointments	
6. Term limits	
7. Restrictions	
4.3 Officers	9
4.4 Terms of Officers	9
4.5 Duties of Officers	9

	4.6 Resignation, Removal, and Vacancies	10
	4.7 Voting Quorums	11
	4.8 Meetings	11
Article 5.	Annual Convention	
	5.1 Location	11
	5.2 Fees	12
	5.3 Coordination of Conference	12
Article 6.	Indemnification of Officers, Directors, Student Representatives, and agents.	
	6.1 Indemnification	12
Article 7.	Nominations and Elections	
	7.1 Nominations	13
	7.2 Voting for Board Members	13
Article 8.	Statements of the Position of CTABA	
	8.1 Official Positions	14
	8.2 Position Statements	14
	8.3 Disclaimers	14
Article 9.	Committees and Task Forces	
	10.1 Creation of Boards, Committees and Task Forces	15
	10.2 Committees	15
	10.3 Task Forces	15
Article 10.	Fiscal Year	
	10.1 Date of Fiscal Year	16
Article 11.	Amendments	
	11-1: Amendments or changes to these Bylaws	16
Article 12.	Conflict of Interest	
	12-1: Conflicts by Members, directors or officers	16
Article 13.	Dissolution Statement	
	13-1: Dissolution Statement	16

ARTICLE 1
GENERAL PROVISIONS

Section 1.1: Name

The name of this association shall be Connecticut Association for Behavior Analysis (CTABA).

Section 1.2: Offices

The principal office of the association shall be at PO Box 5039 New haven 06525. The association may also have offices at such other places as the association may require.

Section 1.3: Fiscal Year

The fiscal year of the association shall begin on January 1st and end on the following December 31st of each year.

ARTICLE 2
STATEMENT OF PURPOSES

Section 2.1: Purpose:

The purpose of the association is to promote and advance the science, research, and practice of applied behavior analysis in the State of Connecticut. Activities to carry out the mission may include, but not be limited to, endeavors that are typically engaged in by professional associations, such as:

- Representing the interests of professional practitioners (certified and/or licensed) of behavior analysis.
- Providing technical support, education opportunities, and advocacy professional practitioners (certified and/or licensed) of behavior analysis.
- Providing conceptual and applied behavior analytic educational opportunities to students, professionals in other fields, and to consumers.
- Working and educating federal, state, and third party entities to enhance recognition and support the needs of professional practitioners of applied behavior analysis. Promoting public understanding of the science and professional practice of behavior analysis. Supporting improvements in and increasing access for services provided by professional practitioners of applied behavior analysis.

The association 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 association formed under General Laws of Connecticut and which are not inconsistent with the association's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3 **MEMBERS**

Section 3.1: Categories of Membership

Membership is open to all persons interested in or actively engaged in teaching, research, and/or application of the principles and procedures of applied behavior analysis or behavior analysis. Membership is not restricted to residents of the State of Connecticut. Membership shall be in one of two categories: Professional and Associate.

Professional Member: Must qualify in one of the following categories:

- Licensed as a Applied Behavior Analyst or Behavior Analyst in any state
- Full membership of ABAI or APBA
- Certified as a BCBA, BCBA-D, or BCaBA
- Licensed as a Professional in a field in which behavior analysis falls within the professional's "Scope of Practice"

Associate Member: Must qualify in one of the following categories:

- **Student Member:** This category is for any individual pursuing formal training in the discipline of behavior analysis services.
- **Registered Behavior Technicians:** This category is for individuals who currently hold the RBT credential through the BACB.
- **Parent:** This category is for parents of children who are consumers of behavior analysis services.
- **Direct Care with no formal qualifications:** This category also includes direct services staff for individuals that spend the majority of their working time implementing behavior programs. These individuals must be actively supervised by a professional member.
- **Sustaining:** Members who are able to provide substantial financial support to CTABA.

Section 3.2: Professional Member

As determined by the Board of Directors (BOD) applicants for professional membership may be required submit or provide proof on appropriate certification, licensure, training experience, or education. The BOD has an obligation to verify every license and certification via the governing body website.

Applicants whose formal training does not include the above experiences may demonstrate their competence in behavior analysis by submitting evidence of two or more years supervised experience in the experimental or applied analysis of behavior, or by making significant contributions to knowledge in behavior analysis as evidenced by research publications, or any such other means as may be determined by the CTABA Membership Board.

Anyone not meeting the qualifications stated in this Article III, 2, may petition for Professional Member status by submitting all pertinent information to the CTABA Membership Board.

Section 3.3: Associate Member

Registered Behavior Technicians (RBT), Direct Care with no formal qualifications, Parents, and Sustaining members, must express an interest in behavior analysis and are considered nonvoting members of CTABA. RBTs must provide evidence of their designation and the name of their BACB certificant supervisor.

Section 3.4: Members Application

A person who is eligible for membership and who wishes to become a member must submit a completed application form, containing such information as the Board of Directors may approve, and pay such annual membership dues (if any) established by the Board of Directors. Applicants may also be required to provide additional information, including transcripts, diplomas, references and other documents, as the Board of Directors may require verify they meet the requirements for membership.

Section 3.5: Members Annual Renewal /Terms

Any Member who has not renewed his membership by the date of CTABA's annual membership shall not be allowed to vote until a membership application is submitted and approved by the BOD.

Section 3.6: Annual Member Meeting

There shall be at least an annual Meeting of the Members, which may be held at the annual convention.

Section 3.7: Quorum at Annual Member Meeting

The presence of not less than 15 Professional Members or ten percent of the total Full Membership, whichever number is smaller, shall constitute a quorum and shall be necessary to vote on all matters brought before a meeting of the Members.

Section 3.8 Meetings by Remote Communication.

One or more board members may attend any annual, regular, special, or committee meeting of the board (except the election meeting) through telephonic, electronic, or other means of communication by which all board members 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 3.9 Action Without a Meeting.

Any action required or permitted to be taken at any meeting of the board members may be taken without a meeting with consent in writing, setting forth the action to be taken, shall be confirmed via email by all persons comprising the board members with respect to such subject matter. Such consent, which may be completed via email in counterparts, shall have the same force and effect as a vote of the board.

Section 3.10: Member Voting at Annual Meeting

Each Professional Member is entitled to one (1) vote relative to voting on each allowable BOD seat during the annual election. Members also vote on any changes to CTABA bylaws.

Section 3.11: Members Entitled to Vote

If a Member is entitled to notice of and to vote on an issue such Member shall not be permitted to vote at the membership meeting unless his or her membership is active the date of the meeting. Each voting member is entitled to only one vote per designated office or subject as defined by the Board of Directors.

Section 3.12: Member Resignation

Any Member desiring to resign shall submit a written resignation to the Secretary. Membership may be reinstated by application after one year in which the membership was resigned.

Section 3.13: Member Suspension

The Board of Directors, by a two-thirds majority vote, may suspend or expel any CTABA member for cause after appropriate notice and hearing.

Section 3.14: Member Reinstatement

On written request to the Secretary, the CTABA Board of Directors, by a two-thirds majority vote, may reinstate a former member on such terms as the Board of Directors may deem appropriate.

ARTICLE 4
BOARD OF DIRECTORS

Section 4.1 - Powers of the Board of Directors

The affairs of the Association shall be managed by the Board of Directors. The

Board of Directors shall have all powers conferred upon Directors by the Connecticut law governing Associations Not for Profit.

Section 4.2 - Number, Board Appointments and Election

The Board of Directors shall be composed of a minimum of three Directors, and not more than 15 Directors. Directors shall be selected, as follows, and each Director shall be entitled to one vote on any matter coming before the Board of Directors, unless otherwise indicated below:

A. Directors appointed by the Board, shall be:

1. A Chief Executive Officer (CEO) of the Association serve on the Board of Directors as an *ex officio* Director, without voting power. The term of the CEO shall be for three years during which the CEO is appointed by the majority vote by the Board of Directors. The CEO may be removed by a two-thirds vote of the Board of Directors, when quorum is present, with or without cause. If the CEO is removed from office the Board of Directors will have 30 days to assign a replacement by simple majority vote.
2. Nine of the Board of Directors shall be elected by the CTABA full members of the Association and serve two year terms.

Six Director Positions will be assigned two year terms by a majority of vote of the nine sitting Board of Directors (BOD).

The nine elected Board of Directors may assign the six Director positions based on their professional judgement relative to the best representation the field of behavior analysis in the State of Connecticut as informed by the CTABA purpose statement.

During the initial term, 50% of the directors will service a three years terms. Three years assignment will occur at random selection method supervised by the CTABA President and Secretary immediately following their officer appointments by the BOD.

3. At least one BOD shall hold and maintain the BCBA-D designation. All elected Directors shall be a Master's level Board Certified Behavior Analyst ("BCBA"), Bachelor's Board Certified Assistant Behavior Analyst ("BCaBA"), or graduate level professional with a Scope of Practice in behavior analysis.
4. Nominations and elections of the elected nine member BODs shall be held electronically, unless another procedure is approved by resolution of the full Board of Directors and at least seven (7) days' advance notice of the

change in election procedure has been published electronically on the CTABA website.

5. The sitting Board of Directors may appoint non-voting members to the Board under any of the following conditions: 1) A Registered Behavioral Technician Representative (RBT), 2) An individual to represent consumers of behavior analysis and/or 3) Student(s) currently enrolled in BACB course work. The Board has the latitude to make these assignments by majority vote using the CTABA purpose statement for guidance.
6. After a Director has served two consecutive terms, that individual shall refrain from serving on the Board of Directors for at least one year.
7. A maximum of two elected or appointed Board of Director Members may work at the same school district, company, agency, association, college, or University.

4.3. Officers

The Board of Directors (BOD) shall annually elect or appoint three officers: President, Secretary, and Treasurer. The BOD may appoint assistant officers as it may deem proper.

Prior to each election of Officers, the Board of Directors shall, by majority, determine the manner of election, which may include, but shall not be limited to, nomination and resolution, written ballot, secret ballot, or any other process agreed to by the Board of Directors prior to the election. The President and Secretary shall be elected or appointed from among the current Directors. The Treasurer may or may not be a Director of the Association. Any two or more offices may not be held by the same person.

4.4. Term of Office

Unless otherwise designated by the Board of Directors, the President and Secretary shall serve a one-year term or until the election of their successor. The Board of Directors may extend the term of an Officer by one year by majority vote in the event of a leadership transition would harm the association. The Treasurer may or may not be a member of the Board of Directors. The Treasurer may serve a three year term as an officer to maintain financial continuity on the behalf of the association.

4.5. Duties of Officers

The Officers shall have such duties in connection with the Association as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors:

(1) The President – shall preside at all meetings of the Board of Directors and Officers. If the President is absent, the President or the Board of Directors may designate sitting Director to preside and shall perform all duties customary to the office of the President.

(2) The Secretary - The Secretary, or an Assistant Secretary, shall: (i) keep the Minutes of the meetings of the Association in appropriate books; (ii) give and serve all notices of the Association; (iii) be the custodian of the records; and (iv) perform all other duties as may be directed from time to time by the Board of Directors. In the absence of the Secretary and/or an Assistant Secretary at any meeting, a secretary pro tempore shall be appointed by the presiding Officer.

(4) The Treasurer - The Treasurer shall do and perform all other duties pertaining to the office of Treasurer. The Treasurer shall be responsible with overseeing the fiscal policies and procedures of the Association, including receiving and presenting quarterly financial reports of the Association to the Board of Directors. The Treasurer shall oversee procedures for keeping at the Association's accountants correct relative to its business transactions and such as the Board of Directors may require. The Treasurer shall cause to be exhibited at all reasonable times the books of accounts to the President of the Board of Directors upon application at the office of the Corporation during business hours.

4.6. Resignation, Removal and Vacancies

Any Director or Officer may resign from office by providing written notice thereof to the President or the entire Board of Directors. The resignation shall be effective when received unless another date is provided in the notice of resignation. Any Director or Officer may be removed from office, with or without cause, by a majority vote of the Board of Directors at a meeting at which a quorum is present.

A Director or Officer that resigns or is removed under this provision shall provide to the Board of Directors within 72 business hours of the date of resignation or removal all records and documents of the Corporation in his or her possession or charge at the time of resignation or removal.

Any Director that has more than three consecutive unexcused absences from meetings of the Board of Directors, or meetings of any Committees of the Board of Directors on which the Director serves shall be deemed to have resigned from the Board of Directors. Although not required, a resigning Board Member is encouraged to develop a written transition to identify any outstanding issues important to the Association.

In the event of a vacancy caused by the resignation or removal of a Director or Officer, the Board of Directors shall fill the vacancy by a majority vote of the Board of Directors at a meeting at which a quorum is present. An individual elected under this Section, shall serve the remainder of the unexpired term of office or until his or her successor is elected or appointed. A partial term served under this provision shall not be deemed a full term for purposes of calculating the limitation of service of not more than two consecutive two year terms.

Section 4.7 Voting Quorums

The presence of a 51% of the total number Board of Directors in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Council Members present may reschedule the meeting for another date. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

The vote of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Board Member present shall have one vote.

Section 4.8 Meetings.

The Board of Directors shall meet bi-monthly.

- a. The Board of Directors may set the time and place for its regular meetings as is necessary to conduct the business of the Association. Meetings of the Board of Directors may be held at any place or places that are convenient to the Board Members.
- b. The annual meeting of the Board of Directors shall be held in conjunction with the CTABA annual convention.
- c. Special meetings of the Board of Directors may be called upon the request of any of the Board Members. All Board Members will receive written notification of a special meeting at least 24 hours prior to the meeting. These meetings may be completed via Web conferencing or conference call.

Regular bi-monthly meetings of the Board of Directors shall be open to all members. BODs may participate via by telephone if necessary. Notice of the bimonthly meetings will be emailed to the membership at least four (4) days before the day on which the meeting is to be held.

ARTICLE 5 ANNUAL CONVENTION

Section 5.1: Location

An annual convention shall be held in a place and at a time determined by the Board of Directors. The purpose of the annual convention shall be to promote behavior analysis and to disseminate research findings through formal sessions and such other program activities as the Board of Directors and the Members shall deem appropriate.

Section 5.2: Fees

The Board of Directors shall set convention registration fees.

Section 5.3: Coordination of Conference

In determining where the annual convention may be held, the Board of Directors shall be bound by the following:

CTABA shall convene only in cities whose sidewalks and streets are accessible to the physically handicapped in those areas in which the convention hotels, restaurants, and related facilities are located, and travel arrangements to which are also accessible.

CTABA shall schedule activities and accommodations in those hotels, restaurants, and related facilities whose entrances, corridors, and rooms are accessible to the physically handicapped.

ARTICLE 6 **INDEMNIFICATION OF OFFICERS, DIRECTORS, STUDENT REPRESENTATIVES,** **AND AGENTS**

Section 6-1: Indemnification

CTABA may, at the discretion of the Board of Directors, indemnify in full or in part any person who was or is a party to or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member of the Board of Directors, Officer, employee or agent of CTABA or is or was serving at the request of CTABA as a trustee, director, Officer, partner, employee, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorneys fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of CTABA or its members and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 he or she reasonably believed to be in or not opposed to the best interests of CTABA or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

CTABA may, at the discretion of the Board of Director, indemnify in full or in part any person who was or is a party to or is threatened to be made a party to any threatened,

pending, or completed action, suit or proceeding by or in the right of CTABA to procure a judgment in its favor by reason of the fact that he or she is or was a member of the Board of Directors, Officer, employee or agent of CT ABA or is or was serving at the request of CTABA as a trustee, director, partner, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other, enterprise, whether for profit or not for profit, against expenses, including attorneys fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of CT ABA or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or 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 he or she reasonably believed to be in or not opposed to the best interests of CT ABA or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

ARTICLE 7

NOMINATIONS AND ELECTIONS

Section 7.1: Nominations

Each election term, the Secretary shall electronically send all current Full Members a nomination ballot for each of the nine elected Director seats. Nominations will be open for a period of two weeks.

1. The President, CEO and one additional Director shall review electronic nomination results. The Secretary will compile a list of Full Members who have received nominations, in order of vote count.
2. From the list, the Secretary shall contact nominees and ask if they are willing to stand for election, and shall proceed through the list in the order of vote count.
3. The nominees will have seven days to respond with their biography to the Secretary if they are willing to stand for election.

Section 7.2: Voting for Board Members

After the list of candidates has been determined, the Secretary shall send to all current Full Members an electronic ballot, together with a statement on which the names of the candidates for Director listed in alphabetical order with a brief biographical description of each nominee. Voting will be open for a period of seven days.

1. The President, CEO and one additional Director shall review electronic election results after voting period has ended.
2. No more than two individuals from the same company, association or university may serve as Directors. In the event that more than two nominees from the same entity receive the largest number of votes, the two nominees receiving the largest number of votes will be chosen and any remaining nominees from that entity will be removed from the election.
3. The first nine nominees with the largest number of votes will be elected to serve as Directors for the nine open seats reserved for Full Members holding a BCBA-D, BCBA, BCaBA or a graduate level professional with a Scope of Practice in behavior analysis.

ARTICLE 8

STATEMENTS OF THE POSITION OF CTABA

Section 8.1: Official Positions

Statements of CTABA's official position on societal, professional, and other issues shall be approved by a vote of the Full Members in accordance with procedures adopted by the Board of Directors.

Thereafter, dissemination of such Position Statements shall be considered official only if made by an Officer of the Association, and, in the event of publication, if accompanied by a statement of endorsement as an Association Position Statement.

Section 8.2: Position Statements

Position Statements of the Board of Directors might be issued. These Statements shall be prepared by the Board of Directors in accordance with the procedures adopted by that Board of Directors.

Thereafter, dissemination of such Position Statements shall be considered official only if made by an Officer of CTABA, and, in the event of publication, if accompanied by a statement of endorsement as a Board of Director's Position Statement.

Section 8.3: Disclaimers

Special Interest Groups, Committees, And Task Forces within CTABA are required to disclaim explicitly any implication of CTABA endorsement of any Position Statement they might adopt unless such statement has been formally approved by the association.

ARTICLE 9
COMMITTEES AND TASK FORCES

9.1: Creation of Committees and Task Forces

The Board of Directors shall create those Committees and Task Forces that are deemed necessary to accomplish the purposes of the association. The goals, performance objectives, and composition of each Committee and Task Force shall be defined by CTABA Board of Directors. Each Committee or Task Force shall be subject to those limitations which Connecticut law imposes on Committees. Each Committee and Task Force shall submit a report of the actions and recommendations of such committee to the Board of Directors, at such meetings as the Board may designate, for consideration and approval by the Board of Directors. Any Committee or Task Force may be terminated by a majority vote of the Board of Directors.

9.2: Committees

Each committee shall follow the goals and performance objectives as set forth by the Board of Directors. Committees are designed to continue on an ongoing basis unless otherwise terminated by the Board of Directors.

9.2.1 Committee Chair

The Chair of each Committee shall be appointed by the Board of Directors in consultation with the Chief Executive Officer (CEO).

9.2.2: Resignation

The Chair of each Committee may resign by delivering a written resignation to the Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.

9.2.3: Removal

The Chair of each Committee may be removed, with or without assignment of cause, by a majority vote of the Board of Directors.

9.2.4: Vacancies

The vacancy of any Committee Chair must be filled by a newly appointed Chair by the Board of Directors in consultation with the CEO within 7 business days.

9.3: Task Forces

Task Forces, and members of such task forces, shall be appointed by the Board of Directors to fulfill a specific and short-term need of CTABA. Task Forces shall follow the goals and performance objectives as set forth by the Board of Directors. The normal life of each Task Force shall be one year. At the recommendation of the Board of Directors, a Task Force might be granted successive one-year extensions.

ARTICLE 10
FISCAL YEAR

10.1: Date of Fiscal Year

The fiscal year of CTABA shall close on December 31st

ARTICLE 11
Amendments

11.1: Amendments or changes to these Bylaws

- Board may develop amendments that determine how the bylaws are processed and operated. These amendments must have the majority vote of the BOD of a quorum. These Amendments will be listed on the website for public viewing.

ARTICLE 12
CONFLICTS OF INTEREST

12.1: Conflicts by Members, directors or officers

Whenever a member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected member, director or officer 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 to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 13
DISSOLUTION STATEMENT

13.1: Dissolution Statement

In the event of dissolution of the Connecticut Association for Behavior Analysis (CTABA), the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to the Association of Behavior Analysis International (ABAI) which is dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

I certify that the foregoing Bylaws were adopted by the Full Members of CTABA on the ____ day of _____, _____.

President