

**BYLAWS OF THE
BEHAVIOR ANALYST CERTIFICATION BOARD, INC.**

Effective December 12, 2016

ARTICLE I - GENERAL

Section 1 - Name

The name of the corporation is the Behavior Analyst Certification Board, Inc. (referred to herein as the “Corporation” and “BACB”).

Section 2 - Members

The Corporation does not have members.

Section 3 - Governing Law

The Corporation is governed by the laws of the State of Florida relating to Corporations Not For Profit.

Section 4 - Registered Office and Agent

The Corporation maintains a registered office and agent in the State of Florida.

Section 5 - Business

The Corporation may maintain an office and conduct business, including meetings of the Directors, in or outside of the State of Florida.

ARTICLE II – PURPOSES AND ACTIVITIES

Section 1 – Mission and Purposes

The mission of the Corporation is to protect consumers of behavior analysis services worldwide by systematically establishing, promoting, and disseminating professional standards. The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the United States Internal Revenue Code. The Corporation’s specific purpose is to credential Behavior Analysts. This purpose includes, but is not limited to, establishing educational and experiential standards for behavior analysis. In pursuit of this purpose, the corporation may engage in any educational and standard setting activities that would further the credentialing of Behavior Analysts and/or serve to protect the public through the provision of standards for the practice of behavior analysis.

Section 2 - General Activities

To achieve the Corporation's specific purpose, the Corporation may engage in any activities deemed to be lawful under the Florida laws governing Corporations Not For Profit.

Section 3 - Educational and Credentialing Activities

The educational and credentialing activities of the Corporation may include, but are not limited to, those activities that are typically engaged in by credentialing organizations, such as:

1. Educate the community, professionals, and technicians about standards for behavior analysis;
2. Educate Behavior Analyst professionals and technicians;
3. Conduct meetings and surveys of Behavior Analyst professionals and technicians;
4. Coordinate, guide and provide administrative assistance to government boards and agencies in the credentialing of Behavior Analysts and the establishment of applied behavior analysis (ABA) standards;
5. Conduct job analyses and/or use any other psychometric instruments that may facilitate the credentialing of Behavior Analysts;
6. Establish minimum registration, doctoral designation and certification/credentialing standards, including standards for the issuance, maintenance, sanction or revocation of the Corporation's credentials;
7. Develop, modify, review, and administer examinations;
8. Review and decide upon initial, renewal and, where applicable, recertification applications for registration, certification, doctorate level credentials, approved course sequence status, approved continuing education status, and any other application necessary to implement a BACB standard;
9. Establish registration and certification credentials, and related trademarks and license those credentials and trademarks;
10. Investigate and decide alleged violations of the Corporation's rules; and
11. Establish and revise fees for the activities of the Corporation.

Section 4 - Administrative Activities

In furtherance of the activities authorized by Section 2. and Section 3. of this Article II, the Corporation may engage in activities customary for administration of an educational and standard-setting organization. Such activities include, but are not limited to the following, which may be performed within and outside of the United States:

1. Employ staff and utilize independent contractors and advisors;
2. Purchase, rent or lease real property and facilities;
3. Maintain an Internet website and registry, with resources for consumers, applicants, universities, instructors, employers and governmental agents;
4. Register, actively monitor and enforce via litigation, if necessary, the intellectual property ownership of the corporation, including, but not

- limited to, the registration of trademarks, certification marks and copyrights;
5. Engage in philanthropic undertakings in furtherance of the BACB's stated purposes; and
 6. Maintain and develop professional and governmental relations.

Section 5 - Nondiscrimination

In conducting its activities, the Corporation shall comply with all applicable laws that prohibit discrimination in employment or service provision because of a person's race, color, religion, gender, age, disability, national origin, or because of any other protected characteristic.

ARTICLE III – BOARD OF DIRECTORS

Section 1 - Powers of the Board of Directors

The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall have all powers conferred upon Directors by the Florida law governing Corporations Not For Profit.

Section 2 - Number, Appointment and Election

The Board of Directors shall be composed of a minimum of three Directors, and not more than fifteen 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 Consumer/Public Representative who shall not be registered or certified as a behavior analyst, hold a financial interest in any organization that offers behavior analysis services, or be in a familial relationship with a behavior analyst or an individual who holds a financial interest in any organization that offers behavior analysis services. The term of the Consumer/Public Representative shall be for three years and may be renewed beyond the period provided in Section 3 of this Article, in the discretion of the Board of Directors;
 2. A Registered Behavior Technician Representative who shall be nominated by his/her responsible certificant of record, as identified on the Corporation's registry. The Registered Behavior Technician Representative shall be approved by the Executive Committee from among all Registered Behavior Technician nominees, and appointed by the Board of Directors. The term of the Registered Behavior Technician Representative shall be for three years and may be renewed beyond the period provided in Section 3 of this Article, in the discretion of the Board of Directors. It should be noted that, in the nomination, the responsible certificant must commit to remain the Registered Behavior Technician's

responsible certificant for the duration of the nominee's term on the Board or until a successor responsible certificant has committed to serve as the responsible certificant. Unless separately elected to the Board of Directors under Section B. of this Clause, the responsible certificant shall not be deemed a Director of the Corporation; and

3. The Chief Executive Officer of the Corporation, who shall serve on the Board of Directors as an *ex officio* Director, without voting power. The term of the Chief Executive Officer shall be for any period of time during which the Chief Executive Officer is employed by the Corporation.

- B. Terms which become vacant and which are not appointed under Section 2 A of this Article shall be elected by the certificants of the Corporation, in the manner specified by the corporation. At least one of these elected Directors shall hold the BCBA-D designation. At least one of these elected Directors shall be a Master's level Board Certified Behavior Analyst ("BCBA"). At least one of these elected Directors shall be certified by the Corporation as a Board Certified Assistant Behavior Analyst ("BCaBA"). The remaining Directors elected under this provision may be certified either as Board Certified Assistant Behavior Analysts, Board Certified Behavior Analysts, as shall be determined by the Elections Committee in preparing a slate of nominees for election under this provision. At least two of these elected Directors shall be citizens of non-United States countries. In the election of Directors under this Section, the BCaBA Representative shall be elected by active BCaBA certificants. All other Directors shall be elected by active BCBA and BCaBA certificants. The term for any Director elected under this provision shall be as described in Section 3 of this Article.

Except for the Consumer Representative, any Director appointed, confirmed or elected shall be certified by the Board, unless the Board of Directors waives this requirement. Nominations and elections 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 BACB website.

Section 3 - Terms

Unless otherwise identified in Section 2 or Section 4.A of this Article, each Director elected, confirmed or appointed in accordance with Section 2 of this Article shall serve a three-year term, which may be renewed one time. After a Director has served two consecutive three-year terms, that individual shall refrain from serving on the Board of Directors for at least one year.

Section 4 - Officers

A. Officers

The Board of Directors shall annually elect or appoint a President, a Secretary, a Treasurer and it may, if it so determines, elect or appoint such other Officers and assistant Officers as it may deem proper. Prior to each election of Officers, the Board of Directors shall, by consensus, 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 Corporation. Any two or more offices may be held by the same person except the offices of President and Secretary. The term of a Director may be extended annually by re-election to the office of President for up to a maximum of two additional years beyond his or her expiring term (referred to herein as “extension of a President’s term”). During any extension of a President’s term, an additional seat will be identified on the Board of Directors. An extension of term of the President under this section shall be in the sole discretion of the Board of Directors and shall not be subject to annual reelection by certificants, but will be subject the annual election by the Board to the office of the President. Upon expiration (without reelection) of the term of office of the President or Treasurer, the immediate former President or former Treasurer may, by vote of the Board of Directors, serve in an *ex-officio*, nonvoting capacity as an advisor to the Executive Committee for an additional, one year advisory term. In the event of an emergency, as determined by the Board of Directors, the President may be asked to continue to serve on the Board of Directors beyond his/her term, until such time as a successor has been selected and/or the emergency has been abated.

B. Term of Office

Unless otherwise designated by the Board of Directors during the election of an Officer, each Officer shall serve a one-year term and until the election of their successor.

C. Duties

The Officers shall have such duties in connection with the Corporation 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 its Executive Committee unless the President or the Board of Directors designates another Officer or Director to preside and, subject to the supervision of the Board of Directors, 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 Corporation in appropriate books; (ii) give and serve all notices of the Corporation; (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 Corporation, including receiving and reviewing regular reports and accounting of the funds and property of the Corporation for the oversight and approval of all procedures relating to the custody of all the funds and other property of the Corporation. The Treasurer shall oversee procedures for keeping at the office of the Corporation and/or the 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. 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. The Treasurer shall oversee the rendering of a statement of the condition of the finances of the Corporation and shall oversee the provision of a full financial report at the annual meeting of the Board of Directors and at such other times as the Board of Directors shall require. Checks and contracts to be entered into by the Corporation that exceed or may exceed \$20,000.00 of indebtedness of the Corporation shall be pre-approved in writing by the Treasurer and signed by the Chief Executive Officer. Checks and contracts to be entered into by the Corporation that represent more than \$10,000.00 and less than \$20,000.00 of indebtedness of the Corporation shall be pre-approved, in writing, by the Chief Executive Officer and signed by either the Chief Executive Officer or the Director of Operations, and checks and contracts that represent less than \$10,000.00 of indebtedness of the Corporation shall be pre-approved, in writing, by the Chief Executive Officer or the Director of Operations and signed by either of them.

Section 5 - 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 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.

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 three year terms under Section 3 of this Article.

Section 6 - Meetings, Quorum and Notice

Directors shall meet at least annually. Special meetings of the Board of Directors may be called by the Chief Executive Officer, the Executive Committee or the President. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Florida, and upon such notice as may be prescribed by resolution of the Board of Directors. In addition to first-class mail, notice may be delivered orally, telephonically, by facsimile, e-mail or other electronic form of delivery. Whenever notice is required, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, the presence of any Director at a meeting, in person or by telephonic or other electronic means of attendance, without objection to the lack of notice of such meeting, shall also waive notice by such Director.

Section 7 - Action Without a Meeting

Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the matter.

Section 8 - Participation

Meetings of the Board of Directors or its Committees may be held by means of telephone conference or by any means of communication, including electronic communications by which all persons participating in the meeting are able to communicate simultaneously with one another, and such participation shall constitute presence, in-person, at the meeting.

Section 9 - Proxy Voting

There shall be no proxy voting by the Directors.

Section 10 - Compensation of Directors

Except for the Chief Executive Officer, who shall be a paid employee of the Corporation, no Director shall receive any compensation for services rendered to the Corporation as a Director; Directors may, if authorized by policy of the Board of Directors, be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. Actual reasonable expenses of the Chief Executive Officer shall be paid as approved by the Treasurer. Actual reasonable expenses of employees of the Corporation shall be paid as approved by the Chief Executive Officer.

ARTICLE IV – COMMITTEES

Section 1 - Committees Generally

The Board of Directors may appoint any special or standing committees as it deems advisable. Unless such committee consists of only Directors, all standing and special committees are advisory only and may not act on behalf of the Board of Directors. The Board of Directors may establish any number of such standing or special committees and may appoint persons who are not Directors or Officers to serve on such committees.

Section 2 - Executive Committee

The Executive Committee shall be a Standing Committee of the Board of Directors. The Executive Committee shall consist of the Officers of the Board of Directors, any Advisory Director and any other Directors appointed or elected by the Board of Directors to serve on the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting of any action taken; provided, however, that the Executive Committee shall not (a) fill vacancies on the Board or a Committee of the Board; or (b) adopt, amend, or repeal the Bylaws or any other governing policy of the Board of Directors. Meetings of the Executive Committee may be called by one or more Executive Committee members.

Section 3 - The Compensation Committee

The Compensation Committee shall be a Standing Committee of the Board of Directors. The Compensation Committee shall consist of the volunteer members of the Executive Committee to the Board of Directors and any other members appointed by the Board of Directors. BACB employees, including the Chief Executive Officer, are prohibited from serving as members of the Compensation Committee. The Compensation Committee will use evaluation procedures that have been verified by independent sources (e.g., the GuideStar or the American Society of Association Executives) prior to establishing compensation or benefits for the Chief Executive Officer. The Compensation Committee will also approve the processes followed by the Chief Executive Officer for the establishment of compensation and benefits of all other employees, including any other employee defined as a Highly Compensated Employee or who exercises influence over the Board of Directors. The Compensation Committee will confer with the Board of Directors, the BACB's Financial/HR Specialist, Auditors, Employment Counsel and independent compensation specialists, as necessary to carry out the charge of the Compensation Committee. The Compensation Committee will document all official actions in Minutes to be annually approved, ratified, and adopted by the Board of Directors.

Section 4 - The Elections Committee

The Elections Committee shall be composed of at least two Directors as designated by the President of the Board of Directors. The Elections Committee shall be responsible for soliciting nominees for election or appointment to the Board of Directors, and confirming each nominee's qualifications and willingness to serve. The Elections

Committee shall confer with the Board of Directors or Executive Committee in determining parameters for qualified candidates. Parameters for qualified nominees shall take into consideration the need for adequate representation of all activities of the Corporation, including, but not limited to, representation of governmental and regulatory agencies that license professionals and technicians certified by the Corporation, national professional associations that represent professionals certified by the Corporation, course sequences and continuing education providers approved by the Corporation, and employers of technicians registered by the Corporation.

The Elections Committee shall be responsible for overseeing the election and reporting the results to the Board of Directors. The Elections Committee shall report to the Board of Directors annually, and may review and suggest revisions to the composition of the Board of Directors or Executive Committee as deemed advisable by the Elections Committee. The Elections Committee shall also be responsible for ensuring the training of newly elected or appointed Directors, and providing them with any resources or other training materials that may assist new members of the Board of Directors in their service to the Corporation.

Section 5 – Ad-Hoc Standards Committee(s)

The Standards Committee(s) shall be convened in the discretion of the President and Chief Executive Officer, with guidance from the Board of Directors and Executive Committee, as needed to periodically review the standards and determine if changes are needed to reflect current practices or developments in the field. Each Standards Committee shall be composed of at least one Director to be designated by the President. Additional members, who need not be Directors, shall be determined by the President and/or Chief Executive Officer.

The Standards Committee shall be responsible for reviewing all standards of the BACB, including certification, registration, approved course sequence, continuing education, and disciplinary and renewal standards and proposing policy changes for the Board of Directors.

Section 6 – Code Compliance Committee and Review Committee

The Code Compliance Committee and/or Review Committee shall be responsible for reviewing and deciding all alleged violations of the BACB's professional and ethical standards and ethics code. The Code Compliance Committee shall be comprised of members designated by the President and/or Chief Executive Officer based on their experience and training in ethical compliance. The Review Committee shall be composed of at least one current or former Director and at least two certified practitioners, as designated by the President and/or Chief Executive Officer of the Board of Directors. In the discretion of the President and/or Chief Executive Officer of the Board of Directors, the Review Committee may also be composed of members with specialized expertise and/or a practitioner certified in the same state or country as where the complainant resides and/or practices.

Section 7 – Appeal Committees

Appeal Committees of the Corporation shall be responsible for hearing appeals of decisions of the Review Committee and appeals of decisions made relating to BACB standards, including, but not limited to, pre-eligibility determinations, registration and certification applications, doctoral level designations, approved course sequence and continuing education provider standards (referred to herein as “administrative appeals”). Each Appeal Committee shall be composed of at least three current or former Directors and may be composed of members with specialized expertise as designated by the President of the Board of Directors. Appeals of findings of professional or ethical violations may be telephonic, video or in writing at the request of the certificant or registrant. Formal rules of evidence shall not apply and the determination shall be based on the preponderance of the evidence. Administrative appeals shall be based on the written record.

ARTICLE V - INDEMNIFICATION

Any person made a party to any action, suit or proceeding, civil, administrative or criminal, by reason of the fact that such person, their testator or intestate, is or was a member of the Board of Directors, an Officer, or employee of the Corporation or of any Corporation of which such person served at the request of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such action, suit or proceeding that such Director, Officer, or employee is liable for negligence or misconduct in the performance of his duties to the Corporation. The Board of Directors, by resolution, may also indemnify any such Director, Officer, or employee for any damages awarded in any such action, suit or proceeding if it makes a specific finding that the Director, Officer, or employee believed in good faith that he or she was acting in the matter in the best interests of the Corporation. The Board of Directors may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

ARTICLE VI - MISCELLANEOUS

Section 1 - Amendments

The Articles of Incorporation or Bylaws may be amended by a majority vote of the Board of Directors at a meeting at which a quorum is present.

Section 2 - Fiscal Year

The Corporation's fiscal year shall be January 1 through December 31.

Section 3 - Parliamentary Procedure

The parliamentary rules in “Robert’s Rules of Order,” as revised, shall govern all deliberations of the Board of Directors and its Committees, when not in conflict with these Bylaws. The Board of Directors or a Committee thereof may waive the application of these rules as it deems necessary.

Section 4 - Compensation of Agents and Employees and Restricted Activities

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered such amounts to be fixed by the Board of Directors or, if the Board of Directors delegates this power to any Officer or Officers, then by such Officer or Officers. In the discretion of the Board of Directors, the Corporation may secure a bond for the performance of Officers, agents or employees of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 set forth in the purpose clause hereof. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5 – Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.