



## Bylaws

### ARTICLE I NAME

The name of this organization is the California Consortium for Behavior Analysis, also known as CCBA. It is a California nonprofit mutual benefit corporation with a principal office to be determined in the State of California.

### ARTICLE II MISSION

The California Consortium for Behavior Analysis is dedicated to the science of behavior analysis and to working collaboratively to achieve professional goals that are unattainable individually. CCBA will promote the highest standards of behavior analysis, community awareness, and business practices, and monitor legislation and research that impact the practice of behavior analysis. Members of CCBA are committed to the utilization of quality behavior analytic programs that have been empirically validated for the betterment of those who receive services, and they adhere to the highest standards of ethical conduct.

### ARTICLE III MEMBERSHIP

#### Section 1. Members.

The members of this organization shall be the representatives of agencies or individuals that have met the criteria set forth in these Bylaws for membership and that have been approved for such membership by the organization. Membership in this organization shall not vest in any member any proprietary rights in this organization but shall only entitle the member to vote for the election of individuals to committees, subject to final approval from the Board, and to vote on general issues. Membership shall not be assignable by any member.

#### Section 2. Memberships.

(a) Qualifications and Classifications:

- (1) Full Members are representatives of agencies or individuals actively engaged in providing services based on the principles and derived methods of applied behavior analysis. To qualify for full membership, the agency or individual must be contracted to provide behavior intervention services with a regional center, the department of education, an insurance company, or directly receive fees for services from clients.
- (2) Individual Membership
- (3) Organizational Membership
  - (a) Small agencies (0-99 employees)
  - (b) Mid-size agencies (100-299 employees)
  - (c) Large agencies (300 + employees)
  - (d) XL agencies (600+ employees)

Funding Agencies do not directly provide ABA-based services, but are interested parties (e.g., regional center representatives, advocates, etc.). This membership type does not have the limited voting rights described in Section 1.

Consultant Members are representatives of universities or academics. This membership type does have voting rights.

Student Members are undergraduate or graduate students whose focus of study is in applied behavior analysis. This membership type does not have voting rights.

- (b) Application for Membership: Application for membership shall be in accordance with procedures established by the organization.
  - (1) Applicants may submit a request for membership to the Membership Chair. Requests should include a description of the agency, including types of services provided, population served, agency orientation, and description of qualifications of those within the agencies designing the interventions.
  - (2) Applications will be reviewed by the membership committee for qualifications and then voted on for approval. A majority by the membership committee may approve membership. In case of denial, potential members may appeal to the executive committee.
- (c) Dues: Dues shall be established by the organization and shall be due on January 1 of each calendar year. Further the sole source of funding for the organization shall be dues and other payments by members and no donations shall be solicited or accepted from any third parties. Members understand that dues and contributions are not tax deductible as charitable donations.

(d) Representatives of agencies: Each active agency may be represented by up to three (3) persons. Representatives are required to be Directors, Clinical Directors, Training Directors, Administrative Directors, or Clinical Supervisors. Agencies may send alternate staff to organization meetings in the event the regular member is not able to attend. Alternates may not vote in elections or motions.

(e) Termination of Membership:

(1) Members failing to pay dues to this organization for sixty (60) days from January 1 of each calendar year shall automatically forfeit their membership in this organization as of the sixty-first (61st) day. Members who are terminated for failure to pay dues will be removed from all email correspondence and will not be allowed to attend general meetings. Individuals who have forfeited membership because of non-payment of dues may be reinstated once dues are paid.

(2) The organization may, by two-thirds (2/3) vote of the entire organization, suspend or expel any member of this organization for violation of these Bylaws, and/or any rules, procedures and policies established by this organization. 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 organization at which the matter is to be considered. Said member shall be entitled to a hearing before the organization before any motion is rendered.

(f) Rights of members: One full member from each agency will have an equal vote in all elections and motions.

(g) Responsibilities of members:

(1) Represent interests of organization: Members must represent the general interests and purpose of the organization. Use of the organization for personal gains and advancements is strictly prohibited and grounds for membership termination.

(2) The relationships formed by members of CCBA embody explicit and implicit mutual expectations of integrity that are vital to the advancement of the principles of the organization and to their maintenance of public confidence in CCBA. These expectations include accuracy and honesty; straightforwardness and openness; the maximization of objectivity and the minimization of bias and avoidance of any activity which undermines the collective decisions of this organization. As such, members who act in ways that meet their own personal, political, financial, or business interests at the expense of the best interests of CCBA as a whole, are considered high risk in protecting the best interests of members and the successful accomplishment of CCBA's goals. These behaviors are not considered acceptable and those involved in such behaviors will be subject to review by the Ethics Committee.

(3) Actions taken by the Ethics Committee will require a two-thirds (2/3) majority vote of the Ethics Committee together with a two-thirds (2/3) majority vote of the Board. The procedure for review by the Ethics Committee is contained in Appendix 1.

(h) Voting:

(1) 50% of the voting members shall constitute a quorum for the transaction of business at any meeting of members.

(2) All members (full, liaising, and student) may vote within their committees. One full-member from each agency may have one vote in elections and motions voted upon by the general organization. Each agency must designate a voting member for the agency. If the voting member is absent, that person can appoint any other employee from the agency to vote.

(3) Passage of a motion requires a simple majority (i.e., one more than half of the members present).

(4) Voting will follow Robert's Rules of Order during all meetings of this organization. Discussion on items being brought to the membership for a vote will take place during regular meetings. Ballots will be sent to each voting member of an agency through online survey.

## **ARTICLE IV BOARD OF DIRECTORS**

### Section 1. Powers

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and of the Corporations Code of the State of California pertaining to nonprofit mutual benefit corporations, pertinent restrictions of this organization's Code of the State of California, all the activities and affairs of this organization shall be exercised by or under the direction of the members of the Board of Directors. 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 vendors and employees of this organization, 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 organization as are required to fulfill the purposes of this organization as more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of this organization 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 organization 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 organization to be qualified 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 Executive Committee shall include the president, past president, president-elect, secretary and treasurer, five (5) members. The executive committee will be available to discuss emergency/time sensitive issues via phone or in person when provided a 12 hour notice. In order for a motion to pass, three (3) ayes are required.

The authorized number of voting directors of this organization shall be no fewer than five (5) and no more than twenty (20). Each voting Director shall be over 18 years of age.

#### Section 3. Selection and Terms of Office

Directors shall be elected or re-elected by the voting representatives of the membership annually by March 31<sup>st</sup> of the calendar year via written ballot. Elections will be staggered such that half of the Board will be elected in one year and the other half will be elected the following year. All Board members will hold their positions for a two-year term. Presidents will be elected annually and serve three terms (President Elect, President, and Past President).

If the directors are not elected during the 1<sup>st</sup> quarter of the calendar year, the directors may be elected at any special meeting of the members held for that purpose. Directors will be elected by a simple majority of members responding to an online survey. The term of office for each director shall begin on May 1<sup>st</sup> and shall continue for a two-year elected term and until a successor has been elected. Nominations for open director positions shall be solicited during the 4<sup>th</sup> quarter of each calendar year by regular and/or electronic mailings to all members. The Executive Committee shall review all nominations, confirm that the nominating individuals are current members, and select a slate of valid nominees to propose to the Board. The Board shall have final approval over the slate of candidates.

An individual shall not serve more than three (3) consecutive terms as a 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 one full year has 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.

#### Section 4. Ethics

Members shall comply with the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com). In particular, directors shall avoid participating in dual relationships and any activities that may compromise their ability to make objective decisions regarding this organization.

#### 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 75% of 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 organization 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 (1) the unanimous written consent of the directors then in office, (2) 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 (3) 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.

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 organization 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. Meeting Location and Notice

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.

The Board shall meet at least quarterly, at an agreed upon time and place. All meetings will be conducted following Robert's Rules of Order. An official Board meeting requires that each Board member have written notice at least two (2) weeks in advance. Any such notice shall be addressed

or delivered through the United States Postal Service or by electronic mail to each director or at such director's address as it is shown upon the records of this organization or as may have been given to this organization by the director for such purpose of notice.

#### Section 9. Special Meetings

Special meetings of the Board may be called by the President or one-third of the Board. Notices of special meetings shall be sent out to each Board member at least twenty-four (24) hours in advance.

#### Section 10. Quorum and Board Action

A majority of the voting directors in office shall constitute a quorum. A majority of the voting directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

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 11. 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 12. 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 organization.

#### Section 13. Committees

Committees of the Board may be appointed by resolution of the Board. Each Board committee chair shall, upon becoming a chairperson, also become a member of the Board of Directors. Each committee shall have such powers 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 expressed terms is not so amendable or able to be repealed;
- (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 14. 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.

#### Section 15. 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 organization.

#### Section 16. Reimbursement

A member shall be reimbursed when asked to attend an event on behalf of CCBA. The attendee will be reimbursed for travel (i.e., flight, taxi, mileage, gas and lodging) within reason to be determined at the time of purchase by the executive board. An itemized list with attached receipts will be submitted to the treasurer no later than 30 days from the departure date.

## **ARTICLE V DIRECTORS AND OFFICERS**

### Section 1. Elected and Appointed Directors

(a) The voting members of the Board of Directors shall be:

President  
 President-Elect  
 Past President  
 Secretary  
 Treasurer  
 Membership Committee Chair  
 Ethics Committee Chair  
 Business Committee Chair  
 Education and Training Committee Chair  
 Research Committee Chair  
 Liaison to APBA / CalABA  
 Public Policy Committee Chair  
 Insurance Education Committee Chair  
 Northern California liaison

(b) Any member may serve as a director.

### Section 2. Duties of President

(a) The President shall convene regularly scheduled Board meetings and general and special meetings of all members, shall preside or arrange for other members of the Board to preside at each meeting in the following order: President-Elect, Past President, Secretary, and Treasurer.

(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, 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 organization, 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-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 4. 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 5. Duties of Secretary

The Secretary shall:

- (a) Certify and be custodian of the original, or a copy, of these Bylaws, as amended or otherwise altered to date.
- (b) Keep minutes of all Board meetings, and, general and special meetings of all members, recording therein the time and place of holding, whether general or special, the names of those present at the meeting, and the proceedings thereof.
- (c) Distribute minutes within 7 business days of the Executive Committee/General Meeting.
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (e) Be custodian of the records and of the seal of this organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this organization.
- (f) Exhibit at all reasonable times to any director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership database, and the minutes.
- (g) In general, perform all duties incident to the office of Secretary 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 6. Duties of Treasurer

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of this organization, and deposit all such funds in the name of this organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

- (b) Receive, and give receipt for, monies due and payable to this organization from any source whatsoever.
- (c) Disburse the funds of this organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Maintain adequate accounts of business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of this organization, or to his or her agent or attorney, on request therefore.
- (f) Render account of transactions to the Board whenever requested.
- (g) Prepare, or cause to be prepared, financial statements at least annually.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (i) The organization will follow generally accepted accounting principles (GAAP) for its accounting practices. As such, the organization will keep a general checking account at a FDIC insured U.S. financial institution approved by the Board of Directors. The Treasurer will handle disbursements through a general ledger account. All disbursements will be approved beforehand by the Board. Checks issued by the organization will require two signatures from members of the Board of Directors if the check is in an amount equal to or greater than \$1000. The Treasurer will have no signing authority, but will handle bank reconciliations, which will be done monthly upon receipt of bank statements. All disbursements checks will have proper receipts or other proper documentation attached to it. A set of financial statements will be issued no less than once per quarter or ad hoc at the recommendation of the Board of Directors.

#### Section 7. Duties of Other Directors

- (a) Ethics Committee Chair – Coordinate and oversee all activities of the Ethics Committee and report these activities at General and Board meetings. Coordinate activities related to ensuring compliance with the most recent Professional and Ethical Compliance Code for Behavior Analysts (BACB, 2014), in particular ethical issues relevant to the practice of applied behavior analysis. Duties include overseeing the complaint process when ethics complaints are brought to the attention of CCBA and report outcomes of these activities to the Board (see Appendix I for detailed information).
- (b) Membership Committee Chair – Coordinate and oversee all activities of the Membership Committee and report these activities at General and Executive Committee meetings. Coordinate activities related to the maintenance of the list of current membership and efforts to gain new members and retain current members. Keep an electronic database containing the name and contact information of each member, and, in the case in which any membership has

been terminated, he or she shall record such fact in the database together with the date on which such membership ceased.

- (c) Education and Training Committee Chair – Coordinate and oversee all activities of the Education Committee and report these activities at General and Executive Committee meetings. Coordinate activities related to professional development, such as standardization of training in applied behavior analysis for members of the organization.
- (d) Business Committee Chair – Coordinate and oversee all activities of the Business Committee and report these activities at General and Executive Committee meetings. Assist the Executive Committee in maintaining current information regarding national and state laws, regulations, and proposals; and management issues that might affect the professional practice of behavior analysis and members of the organization. Maintain these bylaws and advise the Executive Committee on compliance with them.
- (e) APBA / CalABA Liaison – Serve as liaison to the Association of Professional Behavior Analysts and the California Association for Applied Behavior Analysis and to fulfill all requirements designated as appropriate by the APBA and CalABA.
- (f) Public Policy Committee Chair – Coordinate and oversee all activities of the Public Policy Committee and report these activities at General and Board meetings. Serve as liaison to the DDS, local regional centers, government agencies, state legislature, ARCA, Boards of Education and school districts. Duties are to include informing the membership regarding pertinent legislative activities (e.g., bills, events), process, and hearings.
- (g) Northern California Liaison- Serve as a liaison for the Northern California membership. Coordinate activities for Northern California member agencies. Relay concerns, issues or other relevant information specific to Northern California to the CCBA Board of Directors and membership as appropriate

#### Section 8. Inability to Act

In the case of absence or inability to act of any directors of this organization 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 Person who may be authorized to act in such capacity as permitted by provisions of the California Nonprofit Mutual Benefit Corporations Law.

#### **ARTICLE VI COMMITTEES**

The members shall elect the chairperson of each board Committee. Upon being elected, each chairperson shall automatically become a member of the Board of Directors. Each member may volunteer to participate in any Board Committee (except the Ethics Committee which are elected by the membership (see Appendix I). A member should only join a committee if they are able to attend at least 75% of the scheduled meetings or conference calls within the calendar year. If they are not able to attend, they may be asked to step down from the committee. Committee members must be Full, Liaising or Student Members of the organization. Committees are composed of two or more members of the organization.

From time to time there may be the need for ad hoc committees. The Board will determine the need for ad hoc committees. New committees may be created based on need and committees may be formed for additional attention to specific issues. The Board will determine the need for new committees. Committee needs will be determined by each committee.

The organization 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. Minutes shall be kept of each meeting of each committee.

## **ARTICLE VII AD HOC COMMITTEES**

### Section 1. Purpose of Ad Hoc Committees

An ad hoc committee is a small group of CCBA members that are brought together to accomplish a specified task and/or goal. The ad hoc committee may be essential when the task involves complex issues and the need for multiple perspectives and/or specialized skills.

### Section 2: Assembly of Ad Hoc Committees

Members of the committee will be determined by a selection process and will be open to all active members of CCBA. The Board of Directors will determine the number of members and the specific selection process, in consideration of the committee's goals. Additionally, the Board of Directors will develop a list of questions that each candidate will need to answer, designed to evaluate the candidates' qualifications and fit for the committee.

Members that wish to participate will self-nominate by submitting a short biography (150-250 words) that describes the reason he/she will be an appropriate choice for the committee and answer the required questions for candidacy. The candidates' information will be presented to the membership for their votes to elect the committee members.

### Section 3: Duties of Ad Hoc Committee Members

Members will be responsible for acting in alignment with CCBA's mission and in the best interests of CCBA's membership. At the onset of assembly, the committee will develop a plan of action for their task(s). The plan may include, but is not limited to, the purpose of the task(s), roles and responsibilities of each member, project timelines, resources needed, and communication plans.

### Section 4. Disbanding of Ad Hoc Committees

The ad hoc committee will be disbanded when the Board of Directors has agreed that it has completed its task(s) to satisfaction and when the goals of the committee have been met.

## **ARTICLE VIII MEETINGS**

### Section 1. Frequency of Meetings

Board of Directors meetings will be held on the first and third Tuesday of each month for the duration of

one hour. General membership meetings will be held once per month on the third Tuesday of each month, for the duration of one and a half hours. Committee meetings will be held once per month for the duration of one hour, or to be determined by the members of each committee. Subject to change by each chair.

#### Section 2: Documentation of Meetings

The chair of each committee shall distribute an agenda to all members of the committee prior to the monthly meeting and shall ensure that meeting minutes are taken. Meeting minutes for meetings of the Board and Executive Committee shall be the responsibility of the Secretary and in the event that this person is not available an individual shall be appointed by the President to take meeting minutes. Committee meeting minutes are to be stored on an online file folder that is accessible by all committee members. Meeting minutes taken shall follow Robert's Rules of Order and shall contain names of members in attendance as well as those not present. Meeting minutes shall not contain protected information that may be considered a breach of confidentiality (e.g., ethics inquiries, information regarding members not present, comments shared by a member regarding the comments or actions of others (hearsay)).

#### Section 3: Place of Meetings

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

#### Section 4. Special Meetings

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

#### Section 5. Notice of Meetings

Written notice of meetings of members shall be e-mailed to each member, at his or her last known e-mail address, a notice of said meeting at least 48 hours before the time fixed for holding said meeting.

#### Section 6. Attendance of Meetings

For all new BoD members effective November 2015, attendance for all in person and phone meetings is required at a minimum of 75%. If a BoD member misses two (2) consecutive meetings the president will issue a warning to the BoD member. Upon the 3<sup>rd</sup> consecutive absence the BoD will determine a plan of action for that BoD member.

### **ARTICLE IX    AMENDMENTS**

These Bylaws may be amended or repealed by the approval of the Board, except for the amendment or repeal of the membership voting rights of this organization. The Board may approve amendments to the Bylaws and will present relevant changes to the general membership during organization meetings. Changes will be presented to CCBA membership in the General Meetings. The Board will conduct a full

review of the Bylaws and any revisions, one time per year by October 1st. The ByLaws will be posted on the CCBA website for membership, after the BoD has approved the final version. These rights may only be amended or repealed by the approval of the Board and the members.

## Bylaws Appendix I

**POLICIES AND PROCEDURES OF THE ETHICS COMMITTEE**

The Ethics Committee will be composed of:

- A Chairperson elected by the members of CCBA
- Six (6) additional members elected by the members of CCBA

All members of the Ethics Committee will meet the following criterion:

- Be members of CCBA as outlined in Article III, Section 2 of the Bylaws of the organization
- Be a BCBA-D, BCBA, BCaBA, or a licensed professional who has practiced in the field of behavior analysis for five years, two years of which have been in a supervisory position.
- Commit to a two year term on the Ethics Committee
- Commit to being present at 75% of the monthly meetings
- Agree to recuse themselves from deliberations should there be a conflict of interest
- The previous ethics chair shall remain as member of the committee for 30 days to ensure a smooth transition to the new chair.

The responsibility of the ethics committee of CCBA is to help assure ethical behavior on the part of its members. Tasks designed to assure ethical behavior include but are not limited to:

1. Articulating ethical principles delineated by the Behavior Analyst Certification Board in the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com).
2. Designing presentations and other learning events designed to educate members in professional and ethical behavior consistent with the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com).
3. Consulting with individual members and CCBA regarding ethical and professional practices.
4. Determining whether the Ethics Committee of CCBA is the appropriate mediator for a specific complaint and whether the complaint falls within the purview of the Ethics Committee.
5. Determining the proper course of action upon receipt of a complaint, which may include an investigation of the complaint to uncover the sequence and nature of events, which led to the complaint by seeking information from all parties involved.
6. Assessing the validity of complaints made in writing and signed by the complainant to the Ethics Committee by applying the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com) and the bylaws of CCBA.

The Ethics Committee will decline to review complaints when:

- The complainant has not made an attempt to resolve the issue with the individual about whom the complaint is being made
- Complaints are anonymous
- Complaints are judged frivolous and intended to harm or harass a member
- Either the complainant or the respondent are not members of CCBA
- There is no provision in either the Ethics Code (which is relevant to the individual's profession) or the Bylaws regarding the complaint
- An ethics committee is not the appropriate mediator
- Sufficient information to proceed cannot be obtained

Ethics proceedings against a member are initiated by the filing of a complaint or, in the case of sua sponte action. A sua sponte action is appropriate when a member appears to have violated CCBA's bylaws or the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com). The Ethics Committee may proceed on its own initiative. To prevent abuse of the ethics process, the Ethics Committee is empowered to bring charges itself against a complainant if the initial complaint is judged by two thirds of the Committee members voting to be (a) frivolous or (b) intended to harm the respondent rather than to protect CCBA. The filing of such a complaint constitutes an ethical violation. The Ethics Committee may, at any time, exercise its discretion to discontinue a sua sponte action.

Upon receipt of an appropriate ethics complaint, the Ethics Committee will notify the respondent and provide the respondent with a copy of the complaint, a copy of the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com) or CCBA's bylaws and any other materials the Committee is in possession of regarding the complaint. The respondent shall have 30 days from receipt of these materials to respond to the complaint and/or to answer any questions the Ethics Committee has addressed to the respondent. The respondent may in the alternate accept the opportunity to resign from membership.

Additional information may be requested from the complainant, the respondent or any other appropriate source. The Committee will not rely upon information submitted by such sources unless it has been shared with the respondent and the respondent has been afforded an opportunity to respond thereto. If the Ethics Committee determines that they still lack evidence sufficient to determine whether cause for action exists, the matter will be closed.

The Committee may dismiss the complaint if it determines that there has been no violation. If the Ethics Committee determines that there has been a violation of either the organization's bylaws or the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com). A letter will be sent to the respondent which contains a precise description of the alleged behaviors at issue and identify the specific section(s) of the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com) or the Bylaws the respondent is alleged to have violated. The Ethics Committee may request the respondent and/or the complainant to appear personally at a meeting with the Committee within 30 days of the request being made. At this meeting, the Ethics Committee will make every effort to resolve the complaint through discussion, education, and/or the issuance of directives.

The Committee will dismiss the complaint if it concluded that the violation constituted only a minor or technical violation that would not warrant further action or that it had already been adequately addressed in another forum or that it would likely be corrected by the directives discussed at the meeting. If the case is closed at this time, and/or if the Ethics Committee deems it appropriate, it will issue an educative letter concerning the behaviors charged and other related matters to the respondent and the complainant.

If the Committee finds that the respondent has violated the most recent addition of the Professional and Ethical Compliance Code for Behavior Analysts (see BACB.com) and/or the Bylaws, but decides that the nature of the respondent's behavior is such that the matter would be most appropriately resolved without recommending loss of membership, the Committee will recommend reprimand or censure of the respondent with or without one or more available directives.

In the event that a complaint is of sufficient gravity or if the respondent disregards the recommendations of the Ethics Committee, the next level of censure may be applied.

The Committee may recommend expulsion if it concludes that there has been an ethics violation, that it was of a kind likely to cause substantial harm to another person, the organization, the profession, or that it was otherwise of such gravity as to warrant this action. Expulsion requires a two-thirds (2/3) vote of the Ethics Committee and a two-thirds (2/3) vote of the Executive Committee (should this be Board). If expulsion is recommended, the Ethics Committee, by a two-thirds (2/3) majority vote, may decide to transmit the complaint and send all records therein to the Behavior Analyst Certification Board or the respondent's relevant professional Ethics Committee.

In summary, upon receiving a complaint, the Committee may take the following actions:

- Decline to review the complaint
- Accept a stipulated resignation from the respondent
- Dismiss the complaint due to lack of evidence
- Dismiss the complaint because no violation was committed
- Send an educative letter to the respondent with or without directives
- Recommend reprimand or censure of the respondent with or without directives
- Recommend expulsion from the organization with or without transmittal of the complaint and all documents therein to the BACB