

BYLAWS OF THE NEW JERSEY
ASSOCIATION FOR
BEHAVIOR ANALYSIS, Inc.

Amended: March 29, 2022

Article I - Name and Office

Section 1.1 Name

The name of this corporation shall be the New Jersey Association for Behavior Analysis, Inc. (also known as NJABA).

Section 1.2 Office

The office location of this corporation is: NJABA, Inc.
150 W. State Street, Suite 110
Trenton, NJ 08608
Phone: (609) 910-0394

Mailing address:
Advocacy & Management Group (“AMG”)
150 West State Street, Suite 110
Trenton, NJ 08608
Phone: (609) 392-7553

The name of the agent at this address is: A.J. Sabath, Lynn Haynes

The corporate seal is located at: 150 W. State Street, Suite 110

Website: www.NJABA.org

Article II - Purpose

Section 2.1

The mission of NJABA is to advance the science and evidence-based practice of behavior analysis through research, education, service delivery, and advocacy in the state of New Jersey.

NJABA’s vision is a statewide community in which behavior analysts have the research, training, and resources they need to improve people’s lives.

We value: Ethics, Compassion, Excellence, Collaboration, Research and Science.

Article III - Membership

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 behavior analysis. Membership is not restricted to residents of the State of New Jersey. Membership shall be in one of four classes or consumers of behavior analytic services as follows:

- a. A Full Member shall be a Board Certified Behavior Analyst (BCBA), or Board Certified assistant Behavior Analyst (BCaBA) or possess the minimum of a master's degree in psychology, behavior analysis, education, or a related discipline. Full members shall have a professional commitment that includes teaching, research, or practice in behavior analysis. Anyone not meeting the qualifications stated in this Article may petition for Full Member status by submitting all pertinent information concerning education, training and experience, to the NJABA Membership Committee.
- b. An Affiliate Member is anyone interested in the discipline of behavior analysis, but who does not meet the requirements for Full Membership. Affiliate members enjoy all benefits of full membership except for the right to vote in general elections.
- c. A Behavior Technician Member is any individual holding a current Registered Behavior Technician (RBT) credential from the Behavior Analyst Certification Board (BACB) or who possesses similar credentials and is employed as a Behavior Technician. Behavior Technician members enjoy all benefits of full membership except for the right to vote in general elections.
- d. A Student Member is any individual currently enrolled on a full-time basis in a graduate or undergraduate program and who has taken at least one course in Applied Behavior Analysis. Student members may not vote in NJABA elections.

Section 3.2 Voting

Full Members are eligible to vote in elections. Each Full Member shall be entitled to one vote on all matters brought before NJABA. Voting may take place on-line via the internet or by mail. There shall be no proxy voting.

Section 3.3 Application for Membership

Individuals desiring to apply for membership in the New Jersey Association for Behavior Analysis, Inc. shall submit a completed application form and any application membership dues

to NJABA, together with supporting documentation as may be required by the Board of Directors.

Section 3.4 General Membership Meeting

There shall be at least one General Membership meeting of the Corporation. This meeting shall be held in conjunction with the Annual NJABA Conference except in the event of no Annual Conference in which case, the meeting shall be held as designated by the Board of Directors. Notice of the General Membership meeting of the Corporation shall appear in the NJABA Newsletter or annual conference brochure, which shall be provided to all members either personally, by mail, or by e-mail, or by a separate notice given personally, by mail, or by e-mail. If given personally or by first class mail it shall be given no less than 10, nor more than 50 days before the meeting date. If notice is mailed by any other class of mail, it shall be given not less than 30 nor more than 60 days before the meeting date. The Secretary, or an active Full Member designated by the President, shall record all of the proceedings at the General Membership meeting.

Article IV – Board of Directors

Section 4.1 Composition

There shall be a Board of Directors consisting of not less than nine (9), nor more than seventeen (17) members. The members shall include the elected offices of President, President-Elect, Secretary, and three Representatives at Large, a Student Member representative, a Treasurer appointed by the Executive Committee and Standing Committee Chairpersons appointed by the Board of Directors. Standing Committee Chairpersons shall recruit at least two NJABA members to serve as committee members for their respective committees. This should be done no later than midpoint of the Standing Committee Chairperson's term. The Board of Directors is authorized to appoint, by 75% vote, any or additional Directors to serve as Standing Committee Chairs as it determines necessary to effectively conduct the affairs of the association.

Section 4.2 Roles and Responsibilities of the Board of Directors

Except as specifically provided in NJABA's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of NJABA's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of NJABA, which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party. Only the Directors serving on the Executive Committee may enter into contract on behalf of NJABA. All offices are voluntary positions. Expenses for travel, time from work, and involvement at the annual conference(s) are not reimbursed.

All members of the Board of Directors should attend the majority of the Board of Directors' meetings each year and the General Membership meeting held at the annual NJABA Conference. In addition, they may serve on standing or ad hoc committees of NJABA as needed.

Section 4.3 Officers

The five officers of the Corporation constitute the Executive Committee of the Board of Directors. Officers include the President, President-Elect, Past-President, Secretary, and Treasurer. All officers shall a) be full and active members of NJABA at least one year prior to nomination, and live or work in New Jersey, and b) be elected to their offices. The only exception is that the Treasurer is appointed by the Executive Committee. The roles and responsibilities of the officers are defined as follows:

a. President

Serves as an officer and a voting member on the Board of Directors and must be a full member of NJABA. The President ensures that the business of the Corporation is completed by presiding over the meetings of the Board of Directors and providing leadership to advance the goals of the Corporation. The President serves for a one-year term. An individual currently serving as President may not be considered for the position of President-Elect the year following their presidential term. After vacating the President position after two consecutive terms (one year as President-Elect and one year as President), the person is permitted to occupy the position of President one year after term as Past President.

If the President is unable to preside over a Board of Directors meeting, that responsibility shall fall to the President-Elect.

b. President-Elect

Serves as an officer and a voting member on the Board of Directors and must be a full member of NJABA. The President-Elect works in conjunction with the President to ensure that the business of the Corporation is completed. As such, he/she is to be oriented/aware of NJABA's proceedings in order to establish continuity from year to year. The President-Elect serves for a one-year term and succeeds to the office of the President following the one-year term as President. After vacating the President position after two consecutive terms (one year as President-Elect and one year as President), the person is permitted to occupy the position of President one year after term as Past President.

c. Past President

Serves as an officer and a voting member on the Board of Directors and must be a full member of NJABA. The Past President serves as a resource to the President and is available to give advice and institutional knowledge to the Executive Board. The Past President serves for a one-year term immediately following their one-year term as President.

d. Secretary

Serves as an officer and a voting member on the Board of Directors and must be a full member of NJABA. The secretary shall attend all meetings of the Board of Directors and shall act as clerk for each meeting, recording all votes and the minutes of all proceedings of the meetings. The secretary is responsible for all record keeping activities for the Corporation, should see that all notices are given in accordance with these Bylaws or as provided by law, shall keep the seal of the Corporation and affix same to corporate documents, maintain a list of all Directors and their mailing addresses, e-mail addresses, fax numbers, and phone numbers, and shall perform other duties as may be assigned by the President or Board of Directors. An internet-based server account shall be maintained by the Secretary and will contain all NJABA documents. The Secretary serves for a two-year term. An individual may not serve in the position of Secretary for more than two consecutive terms. After vacating the Secretary position after two consecutive terms, the person is permitted to occupy the position of Secretary after a one-term absence from the position.

e. Appointed Treasurer

Serves as an officer and a voting member on the Board of Directors. The Treasurer shall have custody of all funds and securities of the Corporation and provide oversight to a designee of the Executive Committee. The Treasurer shall keep or cause to keep accurate accounts of receipts and disbursements. The Treasurer shall deposit or cause to be deposited all moneys and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer should disburse or cause to disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render or cause to render to the Board of Directors at the regular or special meetings of the Board (or whenever they may require it) an account of all transactions of the Treasurer and the of the financial condition of the Corporation, and shall perform such other duties as may be assigned by the President or the Board of Directors. The Treasurer is appointed by the Executive Committee prior to July 1st, and serves for a two-year term. An individual may not serve in the position of Treasurer for more than two consecutive terms. After vacating the Treasurer position after two consecutive terms, the person is permitted to occupy the position of Treasurer after a one-term absence from the position.

f. University Program Liaison

Serves as a voting member of the Board of Directors and must be a full-time professor-level of one of the NJ accredited programs offering graduate study in applied behavior analysis who represents the views of the New Jersey University programs as a member of the Board of Directors. The University Liaison position is appointed by the Board of Directors for a two-year term. An individual may not serve in the position of University Program Liaison for more than two consecutive

terms. After vacating the University Program Liaison position after two consecutive terms, the person is permitted to occupy the position of University Program Liaison after a one-term absence from the position.

Section 4.4 Other Members of the Board of Directors

- a. **Representatives at Large**
Serve as voting members of the Board of Directors and must be full members of NJABA. They help to shape all aspects (e.g., bylaws, annual conference, legislative issues, certification) of the Corporation. Three Representatives at Large are elected by the general membership and serve two-year terms. An individual may not serve in the position of Representative at Large for more than two consecutive terms. After vacating the Representative at Large position after two consecutive terms, the person is permitted to occupy the position of Representative at Large after a one-term absence from the position.
- b. **Student Representative**
Student Representative serves as a non-voting member of the Board of Directors and is a Student Member of NJABA at the time of election. The Student Representative is nominated and elected by a student committee comprised of one representative from every ABAI Verified Course Sequence Program in New Jersey. The Student Representative may serve for a one-year term. An individual may not serve in the position of Student Representative for more than two consecutive terms. The Student Representative may pick one alternate to attend Board meetings in his/her/their place if he/she/they are unable to attend a meeting.
- c. **Standing Committee Chairs**
Standing Committee Chairs are voting members of the Board of Directors and must be full members of NJABA. Standing committee chairs are appointed by the Board of Directors **prior to July 1**. Each Standing Committee Chair serves for a two-year term. The Board of Directors is authorized to appoint Standing Committee Chairs as necessary to effectively conduct the affairs of the Corporation. An individual may not serve in the position of Standing Committee Chair for more than two consecutive terms. After vacating the Standing Committee Chair position after two consecutive terms, the person is permitted to occupy the position of Standing Committee Chair after a one-term absence from the position.
- d. **Co-Chairs of Standing Committees**
To ensure continuity of leadership for the organization, each committee will have both the Committee Chair and a Co-Chair. The Co-Chair will serve a two-year term starting on the second year of the Committee Chair's term to ensure overlap in leadership. Co-Chairs may serve for two terms as a Co-Chair.

Section 4.5 Meetings

The Board of Directors shall have at least five meetings, one of which is the annual meeting of the Corporation, at such times and places as may from time to time be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President or any three members of the Executive Committee as such time and place as the President or Executive Committee members may specify.

Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, email, facsimile machine or national overnight delivery service to each member of the Board of Directors not less than forty-eight hours prior to the meeting and if by telephone or facsimile machine, confirmed in writing before or after the meeting. Notice may also be sent by first class mail to a member of the Board of Directors at least four days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting, prior thereto or at its commencement, any lack of notice.

Section 4.6 Quorum

For purposes of transacting business of the Corporation, a quorum shall consist of at least a three-fifths majority of the total number of members on the Board of Directors then in office.

The vote of a majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless law requires a greater vote, by the Articles of Incorporation or by these Bylaws. Each Board of Directors member present shall have one vote, except the Student Representative.

Section 4.7 Meeting by Conference Telephone

Any one or more of the Directors or any committee member may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 4.8 Removal, Resignation, and Replacement

The position of any Director shall become vacant upon their death, resignation, refusal to act, removal from office, or expiration of their term.

Any Director may resign by delivering a resignation in writing to the President or to all of the Directors then in office. The resignation shall take effect at the time it specifies and the acceptance of the resignation shall not be necessary to make it effective.

Members of the Board of Directors who fail to maintain full membership status in the Association or active participation in Board activities are subject to removal by a majority of a quorum of the Board of Directors. A tie-vote shall be construed as affirmation for removal.

Any member of the Board of Directors may be removed at any time, with or without cause, by a vote of a majority of the Board of Directors.

Positions vacated for any reason shall be replaced by majority vote of the remaining members of the Board of Directors, such successors to serve the remainder of vacated term.

Section 4.9 Non-Inurement Provision

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, Director, Officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, Director, Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the corporation.

Article V - Nominations and Elections

Section 5.1 Nominations

Each year, the Membership Committee shall mail, via standard mail or email, to all Full Members, a nomination ballot for President-Elect and any other Board of Directors positions, elected by the general membership, that will be vacated in the up-coming fiscal year. For each office that appears on the nomination ballot, each Voting Member may propose two names and may nominate the same person for more than one office.

The Membership Committee shall count the ballots and notify the Executive Committee of the names of the Full Members who have received at least two nominations for each office.

From the list, the President-Elect shall ask the persons receiving the largest number of nominations for each office if they are willing to stand for election, and proceed through the list in order of vote count until two candidates for each office are obtained. If two candidates cannot be obtained, a write-in option will be provided on that ballot. The President-elect also asks the interested candidates to submit a biographical statement and a statement of their vision for NJABA to be included in the upcoming election materials.

No one member may hold two voting positions at the same time; if a nominee receives enough nominations for more than one office, the President-Elect shall request that the person select one office for candidacy.

In the event that no one is nominated to any Officer positions (i.e., President; President-Elect; and Secretary), the NJABA Executive Committee will create a slate of at least one candidate, but

no more than two candidates who agree to stand for election from the group of sitting NJABA Board of Directors for the positions without nominees.

Section 5.2 Petitions

Each year, the Membership Committee shall mail, via standard mail or email, to all Student Members a notification of vacancy and description of petition procedures for nominating candidates for the Student Representative. Student Representative petitions must include the signature of a faculty member.

The President-Elect and/or an assistant designated by the President-Elect shall review the petitions and verify that a valid signature is included on each petition. The President-Elect shall ask the persons nominated on each petition if they are willing to stand for election and to send a biographical statement and a statement of their vision for NJABA to be included in the upcoming election materials. Each petition that includes a verified signature from a faculty member for a candidate willing to stand for election will be declared a valid petition.

In the event that no one petitions to be a candidate for Student Member position, the NJABA Board of Directors will create a slate of at least two student members of NJABA who agree to stand for election. If no student members agree to stand for election the position will remain vacant until filled by the usual procedures of the following election.

Section 5.3. Elections

After the list of candidates to be elected by the general membership has been determined, the Membership Committee shall post on its website or email to all Full Members, a notice of election open on the NJABA website. The names of the candidates for each office are listed in alphabetical order with a brief biographical description of each nominee, and their vision statement, and instructions to vote for one candidate for each office.

The President and/or an assistant designated by the President shall count the ballots. The winner in each election shall be determined by plurality vote and shall be declared elected. In the event of a tie, the Board of Directors will, by a majority vote, determine the winner.

The President and/or an assistant designated by the President shall first notify all of the election candidates of the results and then the membership at large.

The Board of Directors will, by a majority vote, determine the winners of the Student Representative from among the candidates who submitted valid petitions.

In the event that no one is nominated to any Officer positions (i.e., President; President-elect; and Secretary), the NJABA Executive Committee will create a slate of at least one candidate, but no more than two candidates who agree to stand for election from the group of sitting NJABA

Board of Directors for the vacant positions. That slate of candidates will be put to a vote by the membership within two months of the close of elections that resulted in the vacancy.

Section 5.4. Appointments

Each year, a list of open appointed positions (including the relevant job responsibilities) for the upcoming and following year will be distributed to the Membership soliciting letters of interest for these positions. Any NJABA Member may submit a letter of interest to include a statement of their qualifications for the position as well as their goals/objectives for the position. After confirming that the interested candidates are members of NJABA, the letters of interest will be circulated to the Board for review. No one member may stand for two appointed positions at the same time; if a member is interested in serving in more than one office, the President shall request that the person select one office for candidacy. If a current Board member is interested in an open position, they will be excluded from seeing the letters of interest for that position; nor are they eligible for voting for that position.

The President and/or an assistant designated by the President will oversee the voting for the appointed positions following appropriate discussion. The President and/or assistant designated by the President, shall count the ballots. The winner in each election shall be determined by plurality vote and shall be appointed to the position. In the event of a tie, the Board of Directors will, by a majority vote, determine the winner.

The President and/or an assistant designated by the President shall first notify all of the candidates of the results and then the membership at large.

Section 5.5. Terms

The terms of office will begin on July 1st, and end two years later on June 30th; or until there are newly elected officers. An individual will serve no more than two consecutive terms in the same position on the Board of Directors to allow more members involvement in participating as leaders of the organization. In addition, a single individual must rotate off the NJABA Board of Directors for at least one year after completing 6 consecutive years of service.

Article VI – Committees

Section 6.1 Types of Committees

The Corporation may have three kinds of committees; an Executive Committee, Standing Committees, and Special Committees.

Section 6.2 Executive Committee

The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, and Treasurer. The Executive Committee shall have and exercise such powers as are

required for the conduct and management of the business of the Corporation between meetings of the Board of Directors and shall report its acts to the Board of Directors for review at the meeting of the Board of Directors next following the Executive Committee meeting. The Executive Committee shall not have any power to elect or appoint any Director, to amend the Bylaws of the Corporation, to remove any Director, to amend or appeal any resolution previously adopted by the Board of Directors, or to dissolve the Corporation. At least three-fifths majority of the total number of members of the Executive Committee then in office shall constitute a quorum for the transaction of any business and the Executive Committee shall at all times act by a unanimous vote of those members present at a meeting at which there is a quorum.

The Executive Committee shall meet at such times and locations, as may be deemed necessary by the President. Meetings of the Executive Committee shall be held pursuant to notice of the time, place and purpose thereof either delivered personally, by telephone, or email to each member of the Executive Committee not less than forty-eight hours prior to the meeting. Minutes of Executive Committee meetings will be recorded by the Secretary. Such minutes will be distributed to the Executive Committee. The Executive Committee shall report its acts to the Board of Directors for review at the meeting of the Board of Directors next following the Executive Committee meeting.

Section 6.3 Standing and Special Committees

The additional committees of the Corporation shall consist of such Standing Committees as may be provided by these bylaws or such other ad hoc committees established by a vote of the Board of Directors.

Each committee shall consist of one chairperson appointed by the Board of Directors and up to four additional NJABA members. The chairperson of each committee shall appoint the additional non-voting members of the committee from the membership of the association and submit to the Board of Directors a list of all committee members. With the exception of the Chairperson, membership on committees is not limited by category of membership. The Chairperson of each committee shall serve a two-year term that shall be renewable without limit by the Board of Directors.

In addition to responsibilities listed below, the role of the committees is to actively pursue directives of the Board of Directors with respect to the purpose of the committee. Standing Committees are responsible for meeting to address such directives and making recommendations to the Board of Directors as necessary. The chairperson is encouraged to invite committee members to the board meetings.

Section 6.4 Membership Committee

The responsibilities of the Membership Committee shall be as follows:

- a. Maintain communication with AMG as they organize and maintain the membership records and/or database, and ensure that records are managed by individuals who are designated to do so by the Chairperson and/or the Officers of the Board of Directors.
- b. Maintain communication with AMG to be able to identify the active membership and full/affiliate/student membership categories for purposes of the corporation (e.g., for elections and mailings).

Section 6.5 Continuing Education Committee

The primary duty of the Continuing Education Committee shall be the organization and management of the certification process and continuing education units and professional development hours of Board-Certified Behavior Analysts® and Board-Certified assistant Behavior Analysts®. These actions will be monitored by the Chairperson, and only conducted by individuals who are designated to do so by the chairperson and/or the officers of the Board of Directors.

Section 6.6 Communications Committee

The duties of the Communications Committee are as follows:

- a. to maintain the organization's website and associated social media presence platforms.
- b. to edit, publish and distribute materials relevant to the association (e.g., NJABA Newsletter, Annual Conference brochure).
- c. to maintain the logo.
- d. to foster and strategically plan for the development of marketing materials and relationships with the broader community.

These actions will be monitored by the Chairperson, and only conducted by individuals who are designated to do so by the Chairperson and/or the officers of the Board of Directors.

Section 6.7 Government Affairs Committee

The duties of the Government Affairs Committee shall be to update the Board of Directors on new or pending legislation in the field; ensure dissemination of information to key stakeholders (e.g., parent groups, advocacy groups, etc.); and advise political, legislative and policy-making bodies on matters pertaining to Applied Behavior Analysis and related fields.

Section 6.8 Events Committee

The duties of the Events Committee shall be to organize all activities of the Annual NJABA Conference and any other conferences that NJABA offers. These activities will be monitored by the Chairperson, and only operated by individuals who are designated to do so by the chairperson and/or the officers of the NJABA Board of Directors. The Chairperson of the Events Committee will seek the approval of the Board of Directors for the general content, speakers, location and cost of the conference.

Section 6.9 Finance Committee

The membership of the Finance Committee is comprised solely of the Treasurer and an accountant.

The Fiscal year terms will begin on January 1st through December 30th

The duties of the Finance Committee are as follows:

- a. maintains the books of the organization
- b. makes deposits on behalf of the organization
- c. makes disbursements as defined by the budget and/or approved by the board
- d. prepares and reviews financial reports to be presented and approved by the board
- e. prepares and reviews the budget for approval by the board
- f. ensures tax filings (e.g., 990 / 1099's) are made in accordance with state and federal laws

These actions will be monitored by the Executive Committee.

Section 6.10 University Liaison

The University Liaison is responsible for communicating with other educational programs NJABA's initiatives and presence and also keeping NJABA informed as to issues relevant to education programs.

Section 6.11 Service Delivery Committee

The Service Delivery Committee is responsible for addressing the needs of NJABA members with respect to disseminating information about service delivery in the state, including any legal or policy changes that impact on the delivery of behavior analytic services across all types of agencies.

Article VII – Dues

Section 7.1 Dues

Dues for the various categories of membership shall be established by a three-fifths majority vote of the Board of Directors.

Section 7.2 Collection

Dues shall be payable in the time and manner prescribed by the Board of Directors and published to the membership at large at least six months prior to the due date. A reminder will be sent in the fall.

Section 7.3 Arrears

Any member who shall have failed to renew their membership, will thereafter be declared in arrears. That member shall be subject to suspension of privileges of membership in the Corporation, including, but not limited to, receipt of the NJABA Newsletter and eligibility for nomination or election to the Board of Directors. Membership status will be suspended and as such no voting privileges granted until membership is reinstated.

Section 7.4 Suspension

Any member whose dues are not paid within four weeks after such payment is due shall automatically be suspended and removed from membership in NJABA. Thereafter, reinstatement shall be conditional upon: (a) payment of annual dues, and (b) favorable action by the Membership Committee on a completed application for membership.

Article VIII - Dissolution Provision

Section 8.1 Dissolution

In the event of dissolution, all of the remaining, assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for public purpose.

Article IX - Indemnification of Officers, Board of Directors, Members and Agents

Section 9.1 Indemnification

The New Jersey Association for Behavior Analysis (NJABA) agrees to indemnify and to defend to the fullest extent permitted by law any individual (a) who serves or has served as a member of the Board of Directors, (b) who is or has been an elected officer, or (c) to whom the Board of Directors has delegated duties or responsibilities, against any liabilities, damages, costs and expenses (including, but not limited to, attorneys' fees and amounts paid in settlement of any claims approved by the Board of Directors) occasioned by any act or omission to act in connection with the organization, if such act or omission to act is in good faith.

Article X - Amendments

Section 10.1 Amendments

This Constitution and Bylaws may be amended by a majority vote of the Board of Directors present at a regular or special meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed amendments(s) has been provided to the Board of Directors at least ten days in advance of the meeting.

Section 10.2 Exceptions

Upon two-thirds affirmative vote, the Board shall be permitted to relax any provision of these bylaws when exceptional circumstances require. In no event shall any relaxation of these bylaws continue for an unlimited duration.

Enabling Action

These bylaws were approved by a vote of the Board of Directors of the New Jersey Association for Behavior Analysis, Inc. on March 29, 2022.