

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

October 27, 2011

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CT Association for Applied Behavior Analysis
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**BYLAWS
of
Connecticut Association for Behavior Analysis (CTABA)
Member Association**

**ARTICLE 1
General Provisions**

Section 1.1: Name

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

Section 1.2: Offices

The principal office of the association shall be at Post Office Box 138, Milford, CT, 06460. The association may also have offices at such other places as the association may require.

Section 1.3: Fiscal Year

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

**ARTICLE 2
Statement of Purposes**

Section 2.1: Purpose:

The association is organized for educational and scientific purposes including, but not limited to promoting the ethical, humane and effective application of behavior principles in settings. Association goals include providing members with the highest quality continuing education, supporting networking opportunities among behavioral professionals, and supporting consumers of behavior analysis services.

The association may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a association formed under General Laws of Connecticut and which are not inconsistent with the association's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

**ARTICLE 3
Members**

Section 3.1: Categories of Membership

CTABA shall have three classes of Members: Full Members, Student Members, and Nonvoting Members, and such sub-classes in each class as may be established by the Executive Council. Members of each class are entitled to the rights and privileges of CTABA as are appropriate for their membership category.

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Section 3.2: Full Membership Definitions

- a. Full Certified Members: shall possess the minimum of a master's degree in psychology, behavior analysis, or a related discipline and shall also demonstrate competence in either the experimental or applied analysis of behavior by maintaining certification as a BCBA[®]. Applicants without a BCBA[®] certificate must demonstrate one of the following competencies:
 - i. Applicants may demonstrate competence in the experimental analysis of behavior by submitting evidence that their training included a minimum of one year's supervised laboratory research and that their graduate project, thesis, or dissertation was an investigation based in the experimental analysis of behavior.
 - ii. Applicants may demonstrate competence in the applied analysis of behavior by providing evidence that their training included a minimum of one year's supervised practicum in the applied analysis of behavior, and that their graduate project, thesis or dissertation was an investigation based in the applied analysis of behavior.
 - iii. Applicants whose formal training does not include the above experiences may demonstrate their competence in behavior analysis by submitting evidence of two or more years supervised experience in the experimental or applied analysis of behavior, or by making significant contributions to knowledge in behavior analysis as evidenced by research publications, or any such other means as may be determined by the CTABA Membership Board.
- b. Full Emeritus: A sub-class of Full Members designated as Emeritus shall have such privileges as may be granted by Council. Applicants for Emeritus status shall be retired or age of 65. Applicants for Emeritus status may be requested to provide a vita and/or verification of retirement and/or age.
- c. Anyone not meeting the qualifications stated in this Article III, 2, may petition for Full Member status by submitting all pertinent information to the CTABA Membership Board.

Section 3.3: Affiliate Members

Any person who does not meet the criteria to become a Full Member or Student Member will be considered an Affiliate Member. Affiliate members must express an interest in behavior analysis and are considered nonvoting members of CT ABA.

Section 3.4: Student Members

A Student Member shall be enrolled in an academic degree program, internship, or resident program relevant to a career in behavior analysis. A Student Member shall have the right to vote only for a student representative to the Executive Council. Applications for Student status must be accompanied by proof of enrollment in an academic degree program, or internship, or residency program.

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Section 3.5: Members Application

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

Section 3.6: Members Annual Dues/Terms

Any Member who has not paid his or her yearly dues by the date of CT ABA's annual membership meeting shall not be allowed to vote at this meeting. Any Member whose yearly dues are not paid in full within five months after such payments are due, and to whom notice of delinquency has been sent to the last known address, shall be removed from membership. Thereafter, a Member may be reinstated by paying all outstanding dues for the year. The executive council may determine the fee schedule of all member dues by majority vote.

Section 3.7: Annual Member Meeting

There shall be a Meeting of the Members held at the annual convention.

Section 3.8: Quorum at Annual Member Meeting

Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a By-Law adopted by the Members, or in the Act, the presence of not less than ten Full Members or ten percent of the total Full Membership, whichever number is smaller, shall constitute a quorum and shall be necessary to vote on all matters brought before a meeting of the Members.

Section 3.9: Member Voting at Annual Meeting

Each Full Member is entitled to one (1) vote on each matter submitted to a vote, except the election of the Student Representative-Elect. Student Members shall have the right to vote only for the election of the Student Representative-Elect. Affiliate Members shall have no right to vote on any matters. When an action, other than the election of members to the Executive Council, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or the Act.

Section 3.10: Notice of Member Vote

For the purpose of determining Members entitled to notice of and to vote or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Executive Council may fix, in advance, a date as the record date for any such determination of Members.

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Section 3.11: Members Entitled to Vote

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

Section 3.12: Member Resignation

Any Member desiring to resign shall submit a written resignation to the Secretary-Treasurer. Membership may be reinstated by paying the dues for the year in which reinstatement is requested.

Section 3.13: Member Suspension

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

Section 3.14: Member Reinstatement

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

ARTICLE 4 **Executive Council**

Section 4.1: Authority.

Except as specifically provided in CT ABA's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of CT ABA's property, activities and affairs are vested in the Executive Council. The Executive Council shall be the equivalent of a Board of Directors under Connecticut law and shall possess all rights and powers of a Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Executive Council may take any lawful action on behalf of CT ABA which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

Section 4.2: Composition and Terms.

The Executive Council shall consist of the Past President, President, President-elect, Secretary, Treasurer, an Experimental Representative, Applied Representative, Business Clerk, and Member at Large. All executive Council representatives must be full members in good standing of CTABA. The student Rep. may attend executive Council meetings, but is not entitled to a executive Council vote. Executive Council terms shall run for two consecutive years. No member of the executive Council can maintain their elected position for more than a two-year term.

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Section 4.3: Election of Executive Council.

The Full Members shall elect the Executive Council, with the exception of the Student Representative. Those persons elected shall be full members of CT ABA. The elected Executive Council shall assume their office immediately following the conclusion of the Presidential address at the CT ABA annual convention.

Section 4.4: Student Members of Executive Council

There shall be two Student Representative to the Executive Council who shall be a Student Member elected by the Student Members. The Student Representative shall hold office for two years and shall vote on behalf of student interests on all issues before the Executive Council.

Each year the Student Members shall elect a Student Representative-Elect, who shall assume that office at the conclusion of the Presidential address at the CT ABA annual convention in the year of his or her election, and succeed to the office of Student Representative at the conclusion of the Presidential address at the end of the next year's annual convention and succeed to the office of Past Student Representative at the conclusion of the Presidential address at the following year's annual convention. The Past Student Representative holds office for one year, and completes his or her term at such time as a new Past Student Representative succeeds to this office.

The Student Representative-Elect and the Past Student Representative shall attend the meetings of the Executive Council held in conjunction with the annual convention.

Section 4.5: Meetings.

The Executive Council shall meet not less than twice per year.

- a. The Executive Council may set the time and place for its regular meetings as is necessary to conduct the business of the Corporation.
- b. The annual meeting of the Executive Council of the Corporation shall be held in conjunction with the CTABA annual convention.
- c. Special meetings of the Executive Council may be called upon the request of the President or one or more of the Members of the Executive Council. All Executive Council members will receive written notification of a special meeting at least 36 hours prior to the meeting.
- d. Meetings of the Executive Council may be held at any place or places that are convenient to the Members of the Executive Council.

The annual meeting of the Executive Council shall be held without other notice than this By-Law. Regular and special meetings of the Executive Council shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, facsimile machine or national overnight delivery service to each Member of the Executive Council not less than forty-eight (48) 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 Executive Council at least four

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(4) 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 any lack of notice.

Section 4.6: Resignation.

Any Member of the Executive Council may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of Members of the Executive Council.

Section 4.7: Vacancies

If any member of the Executive Council, because of death, resignation, or other reason, cannot perform the duties of the office, the Executive Council shall be empowered to fill the vacancy by any method which, in its judgment, will best reflect the goals and purposes of CTABA. The person thus appointed shall serve until the next regularly scheduled election.

Section 4.8: Voting Quorums

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

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

Section 4.9: Removal

Any director may be removed, with or without assignment of cause, by a vote of a majority of all the members at any meeting of the members or by a vote of three-fourths of the entire board of directors at any meeting of the directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

ARTICLE 5 **Officers**

Section 5.1: Officers.

The officers of CTABA shall be an elected President-Elect, President, Past President, Secretary, and Treasurer.

Section 5-2: Officer Requirements

All Officers shall be Full Members of CTABA.

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Section 5.3: Office of President

Every two years the Full Members elect a President-Elect, who assumes that office at the conclusion of the Presidential address at the CTABA annual convention in the year of his or her election, and succeeds to the office of President at the conclusion of his or her own Presidential address at the next CTABA annual convention. The President holds office for one year and succeeds to the office of Past President at the conclusion of the Presidential address at the following year's CTABA annual convention. The Past President holds office for one year, and completes his or her term when the new Past President succeeds to this office.

In any year, the incoming President shall present a Presidential Address at the CTABA annual convention. The President shall preside at all Executive Council Meetings and the Annual Member Meeting during his or her presidential term. The President also is responsible for the counting of nomination and election ballots, as well as the ballots in any referenda submitted to the voting membership and shall exercise general supervision over the affairs of CTABA.

If the President is unable to preside over a meeting, that responsibility shall fall to the Past President. If he or she is unable to preside, the President-Elect shall assume the responsibility.

Section 5.4: Office of Secretary

The Secretary shall keep the records of CTABA and the Executive Council; conduct official correspondence; serve ex officio as a member of all committees as deemed necessary by the Executive Council and issue programs of meetings; receive applications for membership and give notice of all inductions into membership.

Section 5.5: Office of Treasurer

The Treasurer shall have the responsibility for all funds of CTABA and shall have authority to disburse these funds for purposes authorized by the Executive Council. The Treasurer shall keep a record of all money received and all disbursements made and submit an annual report of the financial status of CTABA to the Members at the Annual Business Meeting.

ARTICLE 6 **Annual Convention**

Section 6.1: Location

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

Section 6.2: Fees

The Executive Council shall set convention registration fees.

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Section 6.3: Coordination of Conference

In determining where the annual convention may be held, the Executive Council shall be bound by the following:

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

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

ARTICLE 7

Indemnification of Officers, Directors, Student Representatives, and Agents

Section 7-1: Indemnification

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

CTABA may, at the discretion of the Executive Council, indemnify in full or in part any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of CTABA to procure a judgment in its favor by reason of the fact that he or she is or was a member of the Executive Council, Officer, employee or agent of CT ABA or is or was serving at the request of CTABA as a trustee, director, partner, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other, enterprise, whether for profit or not for profit, against expenses, including attorneys fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best

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interests of CT ABA or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of CT ABA or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

ARTICLE 8 **Nominations and Elections**

Section 8.1: Nominations

Each election term, the Secretary shall mail to all Full Members a nomination ballot for President-Elect and for the number of the Executive Council Representatives necessary to complete the Voting membership of the CTABA Executive Council. For each office that appears on the nominating ballot, each Full Member may propose up to four names and may nominate the same person for more than one office.

a. The President and/or person designated by the President shall count the ballots and notify the Secretary of the names of the Voting Members who have received the largest number of votes for each office.

b. From the list, the Secretary shall ask those nominees receiving the largest number of votes for each office if they are willing to stand for election, and shall proceed through the list in the order of vote count until at least two candidates for each office have been obtained. No one may hold two offices at the same time, so if a Voting Member received enough nomination votes for two offices, the Secretary shall request that the individual choose the office for which he or she wishes to be a candidate.

Section 8.2: Voting for Officers

After the list of candidates has been determined, the Secretary shall send to all Full Members whose membership dues are paid, a ballot for all matters to be voted upon, together with a statement on which the names of the candidates for each office are listed in alphabetical order with a brief biographical description of each nominee.

Section 8.3: Nomination of Student Representatives

Each election term, the Secretary shall e-mail to all Student Members a nomination ballot for the Student Representative to Council. Each Student may propose four names for this office. The President and/or person designated by the President shall count the ballots, and notify the Secretary of the names of the Students who have received the largest number of nominations for the office.

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Section 8.4: Voting of Student Representatives

From the list, the Secretary shall ask those nominees receiving the largest number of votes for this office if they are willing to stand for election and shall proceed through the list in order of vote count until at least two candidates have been obtained.

After the list of candidates has been determined, the Secretary shall send to all Student Members, whose membership dues are paid, a ballot listing the candidates for Student Representative, together with a statement on which the names of the candidates are listed in alphabetical order with brief biographical descriptions of each nominee.

Section 8.5: Voting

Members of the Executive Council, including the Student Representative, shall be elected by a plurality of the votes cast at an election.

ARTICLE 9

Statements of the Position of CTABA

Section 9.1: Official Positions

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

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

Section 9.2: Position Statements

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

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

Section 9.3: Disclaimers

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

ARTICLE 10

Boards, Committees, Task Forces, and Advisory Groups

10.1: Creation of Boards, Committees and Task Forces

The Executive Council shall create those Boards, Committees and Task Forces that are deemed necessary to accomplish the purposes of the organization. The goals and performance objectives of each Board, Committee, and Task Force shall be defined by CTABA Executive Council in written form. The products of a Board must have explicit review and endorsement by the Executive Council. Each Board, Committee or Task Force shall be subject to those limitations which Connecticut law imposes on Committees.

10.2: Board Coordinator

The Coordinator of each Board shall be appointed by the Executive Council. The Coordinator of each Board shall be appointed for a term of no more than three years.

10.3: Board Responsibilities

Each Board shall be responsible for the functions of the Committees in its purview. The budget of each Board shall be determined by Executive Council.

10.4: The Chair of Each Committee

The Chair of each Committee shall be appointed by the Executive Council in consultation with the Board Coordinator.

10.5: Appointment of Task Force

Task Forces may be appointed by the Executive Council to fulfill a specific and short-term need of CTABA. The normal life of each Task Force shall be one year. At the recommendation of the Executive Council, a Task Force might be granted successive one-year extensions.

10.6: Advisory Groups

Advisory groups may be appointed by the President-Elect or President to perform specific tasks relevant to his or her presidency. Advisory groups shall be disbanded when the President who appointed them completes her or his term as Past-President of CTABA.

ARTICLE 11

Fiscal Year

11.1: Date of Fiscal Year

The fiscal year of CTABA shall close on June 30th.

ARTICLE 12
Amendments

12.1: Amendments or changes to these Bylaws

Amendments or changes to these Bylaws may be proposed by the CTABA Executive Council or by a majority vote of the Full Members. The proposed amendments or changes shall be submitted to the Full Members for approval. The ballot with the proposed amendments or changes will be voted upon, the Secretary shall include a copy of the proposed amendments or changes. To be approved, an amendment requires the affirmative vote of two thirds of those Full Members voting.

ARTICLE 13
Conflicts of Interest

13.1: Conflicts by Members, directors or officers

Whenever a member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected member, director or officer shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

I certify that the foregoing Bylaws were adopted by the Full Members of CTABA on the 29th day of December, 2011.

President