

**BYLAWS OF THE  
MASSACHUSETTS ASSOCIATION FOR APPLIED BEHAVIOR ANALYSIS, INC.**

**Section 1. MISSION**

The purpose of the Massachusetts Association for Applied Behavior Analysis, Inc. (“MassABA”) is to conduct activities for educational and scientific purposes including, but not limited to, promoting the ethical, humane, and effective application of behavior principles in setting and circumstances ranging from homes to the corporate boardroom. MassABA’s goals include providing its Members with the highest quality of continuing education, supporting networking opportunities among behavioral professionals, and promoting legislation which supports behavior analysis to the extent that such promotion is permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended (the “Code”). In doing so, MassABA may act jointly with other non-profit or for-profit, corporations, associations, or government agencies, and its activities may include any services that are incidental or ancillary to the purposes and goals described above. Further, MassABA shall possess all powers and privileges granted and may perform all actions permitted by Chapter 180 of the Massachusetts General Laws to the extent that such powers, privileges, and actions permitted do not frustrate, negate, or violate MassABA’s educational and scientific purposes as defined by Section 501(c)(3) of the Code.

**Section 2. ARTICLES OF ORGANIZATION**

2.1 Articles of Organization. The name and purposes of MassABA shall be set forth in its Articles of Organization. These Bylaws, the powers of MassABA and of its Members, Directors, and Officers, and all matters concerning the conduct and regulation of the affairs of MassABA shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.

2.2 Location. The principal office of MassABA in the Commonwealth of Massachusetts shall be located at 345 Fortune Boulevard Milford, MA 01757. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of State.

2.3 Fiscal Year. The fiscal year of MassABA shall end on June 30 in each year unless the Directors change the fiscal year by filing a certificate with the Secretary of State.

**Section 3. MEMBERS**

3.1 Eligibility. An individual, regardless of whether they are a Massachusetts resident, who is actively engaged in the teaching, research, and/or application of the principles and procedures of applied behavior analysis shall be eligible to become a Full Member of MassABA if they are (1) a Massachusetts Licensed Applied Behavior Analyst in good standing; (2) a

Massachusetts Licensed Assistant Applied Behavior Analyst in good standing; or (3) a community member appointed by the Board to serve as a Director.

3.2 Associate Member. An individual who is not eligible to be a Full Member, but who is interested or invested in, a student of, or works for a company that administers applied behavior analysis, may become an Associate Member of MassABA. The categories of Associate Member may include, but shall not be limited to: (1) a Full Member of the Association for Behavioral Analysis International; (2) a Board Certified Behavior Analyst, Board Certified Behavioral Analyst – Doctoral, or Board Certified Assistant Behavior Analyst; or (3) licensed in Massachusetts to practice a profession which includes applied behavioral analysis within its regular scope of practice; (4) students pursuing formal training in the discipline of applied behavior analysis; (5) parents of children who receive applied behavior analysis; and (6) medical professionals who provide applied behavioral analysis but lack the credentials or qualifications to become a Full Member.

3.3 Becoming a Full Member or Associate Member. An individual who meets the criteria to be a Full Member or Associate Member may become one by completing an application on the MassABA website. A Full Member or Associate Member shall serve for an indefinite term so long as they maintain eligibility for such status pursuant to Section 3.1 or Section 3.2, and is not otherwise suspended or removed pursuant to the terms of these Bylaws. A community member, appointed by the Board to serve as a Director, whose term as a Director has expired may renew membership as an Associate Member.

3.4 Dues. The Board, in its sole discretion, may choose to require Members to pay annual dues to MassABA. The amount of any such dues for the following calendar year shall be determined and approved by the Board at its annual meeting. Such dues shall be payable to MassABA by March 31 of each year.

3.5 Powers of Full Members and Role of Associate Members. Full Members shall, by majority vote (more than 50%), have the power to amend the Articles of Organization and to elect Directors, as set forth in Sections 4.2 and 4.3 below. Full Members shall have the sole authority, by super majority vote (at least 66%), to approve a sale or other disposition of all or substantially all of MassABA's property. Full Members shall further have any additional powers which are vested in them pursuant to the Articles of Organization, these Bylaws, or Massachusetts law. A Full Member may serve as a Director, member of a Board committee, and/or Officer pursuant to the terms of these Bylaws.

Associate Members shall have no voting rights but shall be invited to attend all Member and Board meetings, at which they shall be given an opportunity to voice their opinions and/or advise on all such matters or elections before the Members or Board. An Associate Member may serve as a member of a Board committee pursuant to the terms of these Bylaws.

3.6 Meetings. The Members shall meet at least once per year. The annual meeting shall be held on a date and at a location and format within or outside the Commonwealth of Massachusetts, which shall be determined by the Board. Special meetings of the Members may

be held at any time and place when called by at least twenty (20) Full Members, a majority vote (at least 50%) of the Directors, or the President.

3.7 Meeting Notice and Agenda. The Clerk shall notify each Member by electronic mail of any meeting of the Members. Notice shall include the time and place of the meeting, and shall be provided at least ten (10) business days in advance of the meeting. Any Member may waive notice of any meeting. Attendance by a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because they or another Member was not properly notified of the meeting.

The agenda for the annual Members meeting shall be determined and prepared by the Clerk and shall, include any order of business which any Member wishes to be added to the agenda, which such Member sends to the Clerk by electronic mail at least five (5) business days before the meeting. The agenda for any special meeting shall be determined and prepared by the Full Members, Directors, or the President who voted in favor of or called such meeting. Every agenda shall include a clear, non-biased explanation of each issue which the Full Members shall vote on at the meeting. The Clerk shall send the agenda for every meeting to all Directors via electronic mail at least two (2) business days before the meeting.

3.8 Quorum and Voting. At least twenty (20) Full Members shall constitute a quorum for voting purposes at any meeting of the Members. A majority vote (more than 50%) of the Full Members present and voting shall decide any question, except for the approval of all sales or other dispositions of all or substantially all MassABA's property, for which a super majority vote (at least 66%) shall be required. The Board of Directors reserves the right to change the mode of voting in the future (e.g., in person vs electronic). Voting by proxy shall not be allowed.

3.9 Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time, and participation by such means shall constitute attendance in person at a meeting for voting purposes.

3.10 Authority. No Full Member or Associate Member shall have any power or rights to speak for MassABA. Only the Board has the power or rights to designate an Officer, Director, or authorized representative to speak on behalf of MassABA, unless such Member is acting within the scope of their authority as an Officer.

3.11 Suspension and Removal. Sufficient cause for suspension or removal of a Member shall also include, but not be limited to, revocation or suspension of a professional license or certification, violation of these Bylaws or any other lawful rule or practice duly adopted by the Members or Board, or any conduct, statement, act, or omission, that is detrimental to the purpose of MassABA, as set forth in Section 1, or MassABA itself. Suspension and/or removal may be accomplished by a super majority vote (at least 66%) of the Members taken pursuant to Sections 3.6 – 3.9 above. At least twenty (20) days prior to such vote, the Member must be provided with notice from MassABA, which shall be sent by the Clerk via electronic mail, of a statement of the

charges or allegations against said Member which may lead to the Member's or suspension and/or removal. The statement shall include the time, date, and location of the meeting where the vote shall take place, and the Member shall have the opportunity to attend the meeting and set forth a reasonable argument or defense as to why their membership should not be suspended or removed. Any Member may be suspended or removed from membership for cause or for failure to pay dues; however, if a Member is experiencing financial hardship, membership dues can be waived by formal voting of the Board.

#### **Section 4. BOARD OF DIRECTORS**

4.1 Powers. The business and affairs of MassABA shall be managed by the Directors who shall have and may exercise all the powers of MassABA.

4.2 Number and Election. The Board shall consist of no fewer than three (3) and no more than fifteen (15) individuals (collectively "Directors" and each a "Director"). Each Director must be a Full Member of MassABA; however, no more than three Directors shall be full-time employees of the same corporation, limited liability company, partnership, or other business entity which renders applied behavioral analysis.

At any special or regular Members' meeting, Full Members may increase or decrease the number of Directors by a vote of a majority (more than 50%) of the Full Members in attendance at such meeting. Any election of a Director shall be determined by a majority (more than 50%) of the votes cast by the Full Members entitled to vote at the meeting, unless otherwise specified in these Bylaws. In the event of a vacancy prior to the normal completion of a term, the President shall appoint a replacement for the duration of the unexpired term.

The Board may designate Director positions representing an area of specialization. Members may nominate an individual to serve as a Director representing an area of specialization. The Board will review nominees' application and determine, by vote of the Board, which nominees are eligible to be said Director. Full Members vote to elect Directors representing an area of specialization at any special or regular Members' meeting.

The Board shall appoint a Community Member to be a Full Member of MassABA and to serve as a Director of the Board. The Community Member shall have the same rights and privileges as Directors elected to the Board but shall be ineligible to serve as an Officer.

The Board may also include one Student Representative who shall be an Associate Member elected by the Members at their annual meeting. The Student Representative shall be expected to attend each meeting of the Board in an advisory, auxiliary role, but shall be a non-voting member of the Board.

4.3 Term of Office. Each regular Director shall hold office for a term of two (2) years or until their successors are elected by the Full Members, and the Directors shall serve staggered terms such that between one (1) to five (5) Directors are elected each year depending upon the size of the Board. No Director shall serve more than three (3) consecutive terms, in

addition to the unexpired portion of a term for which they were elected or appointed to fill a vacancy; provided, however, that a Director who has reached their term limit is eligible for further election and service as a Director upon the vote of a majority (more than 50%) of the Full Members to waive such term limit.

The Community Member appointed as a Director by the Board shall hold office for a term of two (2) years or until the Board appoints their successor. No Community Member shall serve more than (3) consecutive terms, in addition to the unexpired portion of a term for which they were appointed to fill a vacancy.

The Student Representative shall serve for a term of one (1) year and must be replaced at the end of each term.

4.4 Committees. The Board may elect or appoint both standing and ad hoc committees and may delegate to any such committees any or all their powers, provided that any such committee shall consist solely of Full Members, Associate Members, Directors, and/or Officers. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

4.5 Meetings. The Board shall meet at least once per year. The annual meeting of the Board shall constitute the annual meeting of MassABA. The annual meeting shall be held at a location within or outside the Commonwealth of Massachusetts, which shall be determined by the Board. Special meetings of the Board may be held at any time and at any place when called by the President or a majority (more than 50%) of the Directors or Full Members. The failure of a Director to attend two-thirds (2/3) of the meetings scheduled in any one (1) calendar year without adequate reason, approved by the Board, shall be cause for their removal as a Director.

4.6 Meeting Notice and Agenda. The Clerk shall notify each Director by electronic mail of the time and place of any meeting of the Board. Notice shall include the time and place of the meeting, and shall be provided at least ten (10) business days in advance of the meeting. Any Director may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because they or another Director was not properly notified of the meeting.

The agenda for annual meetings shall be determined and prepared by the Clerk. The agenda for special meetings shall be determined and prepared by the President, Full Members, or Directors who called for the special meeting. Every agenda shall include, but not be limited to, a clear, non-biased explanation of each issue which the Directors shall vote on at the meeting. The Clerk shall send the agenda for every meeting to all Directors via electronic mail at least five (5) business days before the meeting.

4.7 Quorum. A majority (more than 50%) of the number of Directors constituting the full Board shall constitute a quorum for voting purposes at a meeting but a lesser number may by majority (more than 50%) vote to adjourn the meeting.

4.8 Action By Vote. When a quorum is present at any meeting, a majority (more than 50%) of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

4.9 Action by Electronic Vote. A Director may, by electronic mail or other means, vote on any action required or permitted for vote at any meeting of the Directors. To do so, a Director shall submit his vote on the action by electronic mail or other means to the President. A Director may submit his vote by electronic mail or other means at any time between their receipt of the meeting agenda from the President and two (2) hours before the meeting is scheduled to begin. No vote received by electronic mail or other means later than two (2) hours before the meeting is scheduled to begin shall be counted. A Director who submits their vote by electronic mail or other means may change or rescind their vote by electronic mail or other means at least two (2) hours before the meeting is scheduled to begin. A Director may also change or rescind a vote that they submitted by electronic mail or other means by appearing in person at the meeting itself.

4.10 Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, Directors, the Student Representative, and members of any committee, may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.11 Action Without a Meeting. Any action required or permitted to be taken by the Board at any meeting, other than the election of a Director or Officer, may be taken without a meeting by unanimous written consent of the Board. Such consent may be signed electronically and in counterparts, which shall collectively have the same force and effect as a vote by the Board.

4.12 Compensation. Neither the Directors nor the Student Representative shall receive any salary or other compensation for their services on the Board.

## **Section 5. OFFICERS**

5.1 Numbers and Qualifications. The Officers of MassABA shall be a President, Treasurer, Clerk, President-Elect, and Past President and such other Officers, if any, as the Board may determine. Only current Directors shall be eligible to serve as an Officer. A Director may hold more than one office at the same time but may not under any circumstances serve in more than two offices at the same time. In addition to the Officers discussed in these Bylaws, the Board may hire and/or retain an Executive Director, Legal Counsel, and/or Auditor for MassABA. The duties of any such Executive Director, Legal Counsel, and/or Auditor shall be determined by the Board and may include responsibilities assigned to MassABA's regular Officers.

5.2 Election and Term. The terms of office of the President, Clerk, President-Elect, Past President, and any other Officer shall each be two (2) years. The term of office of the

Treasurer shall be four (4) years. The Board, at its annual meeting, shall elect or re-elect an individual to serve in each such office as the term of office concludes.

5.3 Tenure. The President, Treasurer, Clerk, President-Elect, and Past President shall serve no more than two (2) consecutive year terms in each position and shall assume their offices following annual elections.

5.4 President. The President shall be the Chief Executive Officer of MassABA and subject to the control of the Directors, shall have general charge and supervision of the affairs of MassABA. The President shall be authorized to sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has approved. The President shall further serve as the Chairperson of the Board and, in such capacity, preside over all meetings of the Board Only an individual who has served at least one full term as a Director may be elected President.

5.5 Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of MassABA, and shall oversee its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also oversee MassABA's books of accounts and accounting records, and of its accounting procedures. It shall be the duty of the Treasurer, under the oversight of the Board, to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. The Treasurer shall have such other duties and powers as designated by the Directors and may hire a CPA to assist in these duties.

5.6 Clerk. The Clerk shall assist the President in their duties and management of MassABA and shall perform all duties and exercise all powers of the President when the President, President-Elect, and Past President are each absent, indisposed, or otherwise unable to act as described in this Section. The Clerk shall record and maintain records of all proceedings and Board, committee, or Member meetings in a book or series of books kept for that purpose and which shall be kept at the principal office of MassABA or at the office of the Clerk and shall be open at all reasonable times to inspection by any Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and these Bylaws and names of all Directors and the address of each. If the Clerk is absent from any Board, committee, or Member meeting, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at such meeting.

5.7 President-Elect. The President-Elect shall assist the President in his or her duties and the management of MassABA and shall perform all duties and exercise all powers of the President when the President is absent, indisposed, or otherwise unable to act in the above-prescribed capacity. If the President is no longer able to serve, the President-Elect will fulfill the role of the President for the remainder of the term.

5.8 Past President. The Past President shall assist the President in his or her duties and the management of MassABA and shall perform all duties and exercise all powers of the President when the President and President-Elect are absent, indisposed, or otherwise unable to act in the above-prescribed capacity. If the President and President-Elect are no longer able to serve, the Past President will fulfill the role of the President for the remainder of the term.

## **Section 6. RESIGNATIONS, REMOVALS, AND VACANCIES**

6.1 Resignations. Any Full Member, Associate Member, Director, or Officer may resign at any time by delivering his/her resignation in writing, including via electronic means, to the Clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A Member may be removed with or without cause by a Super Majority vote (at least 66%) of the Members taken pursuant to Sections 3.6 – through 3.9 above. A Director may be removed with or without cause by a Super Majority vote (at least 66%) of the Members taken pursuant to Sections 3.6 – through 3.9 above, or by a Super Majority Vote (at least 66%) of the Board taken pursuant to Sections 4.5 – 4.11 above. An Officer may be removed with or without cause by a Super Majority vote (at least 66%) of the Board taken pursuant to Sections 4.5 – 4.11 above.

6.3 No Right to Compensation. No Full Member, Associate Member, Director, or Officer resigning, and no Full Member, Associate Member, Director, or Officer removed, shall have any right to any compensation for any period following his/her resignation or removal, or any right to damages on account of such removal.

6.4 Vacancies. Any vacancy in the Board, including a vacancy resulting from the enlargement of the Board, and any vacancy of an Officer shall be filled by the Board by a majority (more than 50%) vote of the Directors then in office. Each such successor shall hold office for the unexpired term. The Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## **Section 7. EXECUTION OF PAPERS**

7.1 Contracts. The Board may authorize any Members, Directors, Officer(s), or other agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of MassABA, and such authority may be general or confined to specific instances.

7.2 Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of MassABA, and the authority to open bank accounts in the name of MassABA, shall be signed by such Officer(s) or agent(s) of MassABA and in such manner as shall from time to time be determined by resolution of the Board. The Treasurer and a Board appointed individual will be signatories for any financial holdings. At least two Board Members or a Board appointed designee will review all financial transactions, monthly.

## **Section 8. PERSONAL LIABILITY AND INDEMNIFICATION**



The Full Members, Associate Members, Directors, and Officers of MassABA shall not be held personally liable for any debt, liability, or obligation of MassABA. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against MassABA, may look only to the funds and property of MassABA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from MassABA. The Members, Associate Members, Directors, and Officers shall perform their duties in compliance with all legal requirements. MassABA may, upon majority (more than 50%) vote of its Directors, purchase Directors and Officers liability insurance and other insurances deemed advisable for MassABA, regardless of whether any liabilities covered under such insurances might be the subject of indemnification provided for under the Articles of Organization.

MassABA shall, to the extent legally permissible and that its status as an organization exempt under Section 501(c) of the Code is not affected, indemnify each of its Members, Associate Members, Directors, Officers, and employees against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened while in office or thereafter, by reason of them being or having been a Member, Associate Member, Director, Officer, or employee except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that their action was in the best interests of MassABA; provided, however, that as to any matter disposed of by a compromise payment by such Member, Associate Member, Director, Officer, or employee pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of MassABA, after notice that it involves such indemnification, by a disinterested majority (more than 50%) of the Directors then in office.

Expenses including counsel fees reasonably incurred by any such Member, Associate Member, Director, Officer, or employee in connection with the defense or disposition of any action, suit, or other proceeding, may be paid from time to time by MassABA in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to MassABA if they shall be adjudicated to be not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws and these Bylaws. The right of indemnification hereby provided shall not be exclusive or affect any other rights to which any Member, Associate Member, Director, Officer, or employee may be entitled. Nothing contained herein shall affect any rights to indemnification to which Members, Associate Members, Directors, Officers, or employees may be entitled by contract or otherwise under law. As used in this paragraph, the terms “Members,” “Associate Members,” “Directors,” “Officers,” and “Employees” shall mean those individuals serving in the capacity of Members, Associate Members, Directors, Officers, and/or Employees of the Corporation pursuant to and in compliance with these Bylaws and shall include their respective heirs, executors, and administrators, and an “interested” Director is one against whom the proceeding in question or another proceeding on the same or similar grounds is then pending.

## **Section 9. AMENDMENTS**

These Bylaws may be altered, amended, or repealed in whole or in part at any meeting by vote of a majority (more than 50%) of the Directors then in office, except with respect to any provision which, by law, requires a vote of a greater percentage of the Directors then in office to amend.

## **Section 10. PROHIBITED TRANSACTIONS**

10.1 Prohibited Transactions. No provisions of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting MassABA, whether through its Members, Associate Members, Directors, Officers, or other party acting in its behalf, to convey: any part of its income or corpus to its Members, Directors, or Officers; any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest; any compensation, in excess of a reasonable allowance for salaries or other compensation for personal service actually rendered; any part of its services available on a preferential basis; to make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth; or any substantial part of its securities or other property for less than adequate consideration in money or money's worth.

10.2 Prohibition Against Sharing in Corporate Earnings. No Member, Associate Member, Director, Officer, employee, member of a committee, person connected with MassABA, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operation of MassABA, provided that this shall not prevent the payment, consistent with applicable laws and regulations, to any such person of reasonable compensation for services rendered to or for MassABA as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of MassABA. All Members of MassABA shall be deemed to have expressly consented and agreed that upon such dissolution, whether voluntary or involuntary, the assets of MassABA, after all debts have been satisfied, then remaining in the hands of the Board shall be transferred, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, educational, or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

## **Section 11. CONFLICTS OF INTEREST**

A conflict of interest ("COI") transaction is a transaction with MassABA in which a Member, Director, or Officer has a material direct or indirect interest. For purposes of this Section 11, and without limiting the interests that may result in a COI transaction, a Member, Director, or Officer has a direct or indirect interest in a transaction if (1) another entity in which they had a material financial interest or in which they are a general partner is a party to the transaction; or (2) another entity of which they are a director, officer, or trustee or in which they hold another position is a party to the transaction and the transaction is or should be considered by the Board.

A COI transaction can be voided by a majority (more than 50%) vote of the Directors at any meeting of the Board. A COI transaction is acceptable, or may be ratified by the Board, if either of the following is true:

- (a) The material facts of the COI transaction and the Member's, Director's, or Officer's material direct or indirect interest is disclosed or known to the Board, and a majority (more than 50%) of the non-interested Directors on the Board vote to ratify the COI transaction; or
- (b) The COI transaction is fair to MassABA.

For the purposes of this Section 11, a quorum for a vote regarding a COI transaction shall exist if a majority (more than 50%) of Directors who are entitled to vote on the COI transaction (i.e., non-interested Directors) are present. Further, if a COI transaction is made and/or approved by a committee, the vote regarding whether to void or ratify the COI transaction shall include all non-interested Directors, as opposed to just the non-interested Directors on the committee.

## **Section 12. ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Member, Associate Member, Director, Officer, or representative of MassABA shall take any action or carry on any activity by or on behalf of MassABA not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.