

# BYLAWS

## *of the Association for Behavioral and Cognitive Therapies*

### ARTICLE I

1. The name of this organization shall be Association for Behavioral and Cognitive Therapies, Inc., also referred to herein as ABCT and the Association.

2. The organization shall have a Corporate Seal upon which shall be inscribed the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York."

### ARTICLE II

#### *Mission Statement*

The Association for Behavioral and Cognitive Therapies is an interdisciplinary organization committed to the advancement of a scientific approach to the understanding and amelioration of problems of the human condition. These aims are achieved through the investigation and application of behavioral, cognitive, and other evidence-based principles to assessment, prevention, and treatment.

#### *Purposes*

The purposes of the Association are to:

1. Encourage the development, study, and dissemination of scientific approaches to behavioral health;
2. Promote the utilization, expansion, and dissemination of behavioral, cognitive, and other empirically derived practices;
3. Facilitate professional development, interaction, and networking among members.

### ARTICLE III

#### *Membership*

Membership in ABCT is open to professionals and students in disciplines acceptable to the Board of Directors, i.e., psychology, psychiatry, social work, medicine, nursing, dentistry, rehabilitation, and education. Participation in ABCT activities is open to qualified nonmembers.

Any member may be suspended for a period or expelled from the organization for cause including, but not limited to, violation of any of the bylaws or rules of the organization, or for public conduct prejudicial to the best interest of ABCT. Expulsion will necessitate proof of representation of one's membership in ABCT as certification of one's qualifications as a behavior therapist or researcher, proof of substantial misrepresentation on the membership application form, or proof of moral turpitude or conviction for criminal or other serious legal offenses.

Suspension or expulsion shall require a 2/3 vote of the membership of the Board of Directors of the Association. A statement of charges shall have been mailed, registered, to the last known address of the member so charged at least fifteen days prior to the action of the Board of Directors. The statement shall also include a notice of the time and place where the Board of Directors shall meet to take action on the charge. The member so charged shall have, at that time and place, an opportunity to present his or her defense.

#### *The five classes of membership are:*

1. Full membership in ABCT is open to all persons who agree with the purposes and objectives of the organization and who meet the following requirements: Persons who are responsible professionals and members in good standing of organizations representing their primary discipline (i.e., the American Psychological Association, the American Psychiatric Association, or the National Association of Social Workers, etc.), or in lieu of these memberships possess other acceptable qualifications and experience as defined by the Board of Directors, and who are: 1) practicing behavioral clinicians or 2) engaged in research or other activities pertinent to the development and advancement of the behavioral therapies or 3) interested in acquiring professional knowledge and competence in some aspect of the behavioral therapies, with a view toward eventual participation. Qualifications for full membership may be waived at the discretion of the Board of Directors. Only full members have voting privileges.

2. New Professional Membership is available to individuals who have earned their terminal degree within the past year; they are granted a special transition rate that is less than full members with all the benefits of full membership for a 2-year period.

3. Student membership is available to individuals who are enrolled in a program of study leading to a bachelor's, master's or doctoral degree in the behavioral therapies or a related field.

4. Postbaccalaureate membership is available to all individuals in transition who have graduated with a minimum of a bachelor's-level degree and are working or volunteering in a mental health facility (community clinic, private practice, school) or academic institution (e.g., psychology department, medical school). Membership in this category is not intended for master's-level professionals and may not exceed 3 years.

5. Associate membership is available to those who do not meet all of the professional requirements for full membership but whose credentials otherwise are acceptable to the membership committee. Associate status carries with it no voting privilege.

For those living outside the U.S. and Canada, membership dues will be fixed by the Board of Directors in accordance with the country of origin.

### ARTICLE IV

#### *Meetings*

1. A regular meeting of members of the organization shall be held during the annual convention for the principal purpose of exchanging information and communication between the members and their Board of Directors. The Secretary-Treasurer shall cause every member in good standing to be provided with written notice mailed (to the last known address) at least two weeks in advance of the meeting, setting forth the time and place of that meeting.

At this annual meeting of members, the presence of not less than five percent of full members shall constitute a quorum and

shall be necessary to conduct official business. Any decision taken at such a meeting shall be subject to ratification by the membership in a mail referendum.

Total membership whenever referred to in this document is defined as the numbers of members whose yearly dues are paid in full within three months after such payments are due. In the case where less than three months has expired between the date of dues notices and the date upon which total membership is being determined, then the total membership shall be the number of members whose dues are fully paid for the previous year.

2. Special meetings may be called by: a) The President of the organization, or b) at the written request of five members of the Board of Directors, or c) at the written request of ten percent of the total membership of the organization.

The Secretary-Treasurer, or someone designated by the Secretary-Treasurer, is responsible for notices of such special meetings which shall be mailed to the membership (at their last known address) at least two weeks prior to the date of the meeting. Such notices will include meeting time and place and the reason for the meeting and the agenda.

No business other than that specified on the agenda shall be transacted at these special meetings except by unanimous consent of all members present.

## ARTICLE V

### *Voting*

Voting, at all meetings, shall be by a majority indicated by a show of hands, except for election of officers and Directors and for changes in the bylaws and/or constitution.

Ballots will be provided for the election of officers and directors of the organization. Voting for elected officers and Directors shall proceed by ballots available in advance of the annual meeting by the Secretary of the organization. These ballots can be returned electronically or mailed by the members.

The process of conducting the election of officers and Directors shall be the responsibility of the Committee on Nominations and Elections as determined by the Board of Directors. No member of this Committee shall be a candidate for office or have inordinate interest in a question or change in bylaws or constitution put to vote by the membership. Any member of this Committee challenged by a 2/3 vote of the Board of Directors shall be dismissed from the committee.

## ARTICLE VI

### *Publications*

The Association may engage in the publication of journals and similar matter related to its purposes.

## ARTICLE VII

### *Parliamentary Procedure*

Unless otherwise stated in these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE VIII

### *The Board of Directors*

1. The Board of Directors: The governing body of this Association shall be the Board of Directors, herein called the Board. It is comprised as follows:

1.1 Four elected officers: President, Past-President, President-Elect, Secretary-Treasurer.

1.2 Three Directors elected as Representatives-at-Large.

2. Term of Office: The term of office of a Representative to the Board will be three years.

3. Vacancies: The Board may fill any vacancy by electing a voting member of the Association to complete the unexpired term, except in the case of an officer where the provisions of Article IX-4 shall apply. A Director so chosen for a partial term of office of less than two years may serve a successive full term of office if elected thereto.

4. Removal of Directors: Any Director may be removed from the Board of Directors for cause, including the absence of the Director from (3) consecutive regular meetings of the Board, by the Board of Directors, unless the said Director informs the sitting President in advance of the meeting that he/she is unable to participate or attend the scheduled meeting(s).

5. Quorum of the Board: A majority of the members of the Board will constitute a quorum. Decisions by the Board will be determined by a simple majority vote of those present except where otherwise stated. A Director who is unable to attend a meeting may vote on any issue to be presented to the meeting by written notice mailed to the President five days before the date of the meeting and received before the meeting.

6. Action Between Meetings: Action taken with the consent of a majority of Directors shall constitute a valid action of the Board and shall be reported at the next regular meeting of such Board.

7. Meetings of the Board: Meetings of the Board shall be held no less than two times during each administrative year at such time and in such manner as the Board may prescribe. One of these meetings must be held during the annual convention of the Association. Other meetings of the Board may be called by the President or at the request of any three Directors by notice mailed, delivered, telephoned, or telegraphed to each member of the Board, not less than one week before the meeting is held. The President may invite other persons to attend any Board meeting ex officio.

## ARTICLE IX

### *Officers*

1. Officers: The officers are President, President-Elect, Past President, Secretary-Treasurer.

2. Terms of Office: The President, President-Elect, and Past President each shall serve a one-year term of office. The Secretary Treasurer shall serve a three-year term of office and will be elected one year prior to the beginning of that term. During the year prior to assuming office the Secretary-Treasurer-Elect shall endeavor to become familiar with the duties of that office by maintaining a close working relationship with the incumbent Secretary-Treasurer. A term of office is defined as the period between the installation of an officer at the Board meeting held during the annual convention of the Association and the installation of the successor of that officer. No Director shall serve consecutive terms in the same office.

3. Qualifications for Office: Any voting member of the Association in good standing shall be eligible for nomination and election to any elective office.

4. Vacancies: If the office of President-Elect becomes

vacant, a special election will be held and the successful candidate will be installed as President or President-Elect as the case may be, within three months of when the vacancy occurred. If the office of Secretary-Treasurer becomes vacant with more than one year remaining in the term of office, a special election will be held and the successful candidate will be installed as Secretary-Treasurer within three months of when the vacancy occurred to serve the remainder of the term. If the office of Secretary-Treasurer becomes vacant with less than one year remaining in the term of office, the Board may appoint a voting member of the Association to fill the position for the balance of the term.

5. Duties of Officers: The duties of all officers will be as hereinafter specified or otherwise as provided by law.

5.1 President: The President presides at and schedules meetings of the Board, the annual meeting of the Association, and any special meetings that may be called. The President, after consultation with the Executive Director, shall prepare the agendas for said meetings. The President may make nominations for approval by the Board for any appointive position which must be filled except as otherwise stated. The President shall not hold any other position on the Board while in office. The President shall be responsible in all matters, stated or implied, that are related to the welfare, stature and proper operation of the Association. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

5.2 President-Elect: In the President's absence at any meeting except the Board meeting during the annual convention, the President-Elect shall preside. In case of absence, disability, or resignation of the President, the President-Elect shall perform the duties of the President. While in office, the President-Elect shall nominate, for approval by the Board, the Associate Program Chair. The President-Elect shall work as closely as possible with the President on all executive matters.

5.3 Past-President: The Past-President shall preside at the Board meeting during the annual convention in the absence of the President, and at all meetings in the absence of both the President and the President-Elect.

5.4 Secretary-Treasurer: The Secretary-Treasurer is responsible for the receipt, custody and disbursement of all funds and securities of the Association. The Secretary-Treasurer shall make a written and oral report of the financial condition of the Association to the Board and the general membership at the annual meeting. The Secretary-Treasurer shall chair the Finance Committee. The Secretary-Treasurer shall receive the auditor's report and submit to the President a biannual financial report, detailing monies received and expended. The Secretary-Treasurer shall keep the minutes of all meetings. The minutes of each meeting must be mailed to the Directors within one month thereafter. Such duties of the Secretary-Treasurer as may be specified by the Board may be delegated to the Executive Director or a designated member of the office staff.

## ARTICLE X

### *Compensation*

No Director, officer, or committee member shall receive compensation for services rendered in that capacity.

## ARTICLE XI

### *Committees*

1. Coordinator: There shall be four Coordinators who are nominated by the President and approved by the Board of Directors and who shall serve a term of three years, beginning with the annual meeting following their appointment. A Coordinator may not concurrently hold elective office in the Association. If a Coordinator is elected to the Board of Directors during his or her term of office the President shall, with the approval of the Board of Directors, appoint a member to complete that Coordinator's term of office. The terms of the newly elected Board Member and the newly appointed Coordinator will commence at the conclusion of the first annual meeting of members following their election or appointment. These Coordinators shall be members in good standing within ABCT and serve as advisors to the Board of Directors and shall bring the reports of the committees under their jurisdiction to the attention of the Board. Coordinators shall nominate, for appointment by the Board of Directors, candidates for Chairs of the committees under their jurisdiction except as otherwise stated in these bylaws. The four Coordinators shall be responsible to the Board for actions taken, statements made, or reports issued in the name of the Association by committees, subcommittees, or task forces under their jurisdiction. The four Coordinators are:

- 1.1 Coordinator of Academic and Professional Issues
- 1.2 Coordinator of Convention and Education Issues
- 1.3 Coordinator of Membership Issues
- 1.4 Coordinator of Publications

2. Committees: There are standing and ad hoc committees. The Board of Directors shall determine what standing and ad hoc committees are necessary and shall appoint such committees and their chairs. An ad hoc committee and its chair may be appointed by the President with the consent of the Board of Directors, for a specific and limited purpose and for a specified term, not to exceed two years. The charge to an ad hoc committee shall specify the Coordinator through whom that committee is to report to the Board. All chairs and members of standing or ad hoc committees must be members in good standing within the Association.

2.1 Committee Chairs: A term of office of a committee chair shall begin at the next annual meeting following that person's appointment. Unless otherwise specified, committee chairs may select the members of their committee, subject to the approval of the relevant Coordinator. Chairs of committees must be members of the Association in good standing, and they may not serve successive full terms.

2.2 Vacancies: When the chair of a committee becomes vacant, the balance of the term shall be filled by the same procedure as that prescribed for regular appointment of chairs. A chair appointed to a partial term of office of less than two years may serve a successive full term.

2.3 Removal: Any appointee may be removed by a two-thirds vote of the Board; after four weeks prior written notice and an opportunity to appear before the Board for the presentation of a defense.

2.4 Fiscal Responsibilities: All Standing and Ad Hoc Committees shall present an annual report to the Board of Directors at the meeting held during the annual convention. This report shall include, but not be limited to, a full financial

statement on activities and projects and a projected budget for the succeeding year.

## ARTICLE XII

### *Dues*

ABCT will charge membership dues annually. These dues are normally payable within four weeks following notification of acceptance to membership.

The amount of these dues, including charges to associate members, will be determined by the Board of Directors.

An initiation fee will be charged to all new members. The initiation fee is waived for student members.

## ARTICLE XIII

### *Finance*

#### 1. Fiscal year

The Fiscal year of the Association is from November 1 through October 31.

#### 2. Limitation on Expenditures

No officer, director, committee, or member shall expend any money not provided in the budget as adopted or spend any money in excess budget allotment except by order of the Board of Directors.

No officer, director, committee, or member can obligate the Association to any financial commitments. The Board shall not commit the Association to any financial obligation in excess of its current financial resources.

## ARTICLE XIV

### *Limitations of Liability and Indemnification*

1. Nothing herein shall constitute members of ABCT as partners or joint venturers for any purpose. No member, officer, director, employee or member of a committee of ABCT shall be liable for his or her act or failure to act or for the act or failure to act by any other member, officer, director, employee, or member of a committee of ABCT.

2. The Association shall indemnify and save harmless any officer, director, employee, or committee from any claims (and expenses, including attorney's fees, reasonably incurred in connection with opposing or defending against any claims) arising out of or pertaining to any act or omission of such person on behalf of the Association, except in the event of criminal, wanton or grossly negligent conduct; provided such officer, director, employee, committee gives prompt written notice to the Association of the assertion of any such claim and cooperates with the Association and its insurer(s) in opposing and defending against such claim.

3. The Board of Directors may, by majority vote of the Directors not involved in the matter, indemnify and save harmless any officer, director, employee, committee from any and all claims (and any expenses reasonably incurred in connection with the defense of any claims) arising out of or pertaining to any act or omission of such person while acting on behalf of the Association if such person acted in good faith, was not opposed to the best interest of the Association and its members, and reasonably believed that he/she was not violating any criminal laws; provided such officer, director, employee, committee gives prompt written notice of any such claim to the Association and cooperates with the Association in opposing and defending such claim.

4. The Association irrevocably waives any claims it may have against any officers or directors for damages to the Association arising out of or pertaining to any act or omission of such persons except those claims arising out of or pertaining to the intentional doing of an unlawful act by such persons.

## ARTICLE XV

### *Distribution of Assets on Dissolution*

In the event of the termination, dissolution, or the completion of the affairs of the Association in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code, or at the discretion of the Board of Directors.

## ARTICLE XVI

### *Amendments*

These bylaws may be amended by a simple majority vote by mail ballot of eligible members. Periodically the Board of Directors shall review the bylaws and recommend to the membership any needed changes. Any full member of the Association may recommend bylaws changes to the Board of Directors.

—Amended May 2010