

BY-LAWS
OF
THE ASSOCIATION FOR POSITIVE BEHAVIOR SUPPORT

ARTICLE I
OFFICES

Section 1. Principal Office. The location of the principal office of The Association for Positive Behavior Support (the “Corporation”) shall be c/o Tim Knoster, 13 Montcalm, Lewisburg, Pennsylvania 17837, or such other place as the Corporation’s Board of Directors may from time to time determine.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the Commonwealth of Pennsylvania, as the Corporation’s Board of Directors may from time to time determine. The Board of Directors of the Corporation is hereinafter referred to as the “Board” and its members as “Directors”.

ARTICLE II
MEETINGS OF DIRECTORS

Section 1. Place of Meeting. All meetings of the Directors for the election of Directors and for any other purpose may be held at such time and place, within or without the Commonwealth of Pennsylvania, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meeting. The annual meeting of directors shall be held prior to the month of July in conjunction with annual conference (as relevant), on such day and at such time as the Board shall designate, at which the Directors shall elect the officers and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Notice of the annual meeting shall be given by mailing, not more than sixty (60) days nor less than ten (10) days prior thereto, a written notice stating the time and place thereof, directed to each Director at his address.

Section 4. Special Meetings. Special Meetings of the Directors, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), may be called by the Chairman of the Board, the majority of the Directors or the President. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Special Meeting. Written, telegraphic or electronic notice of a special meeting of Directors, state the time, place and object thereof, shall be given to each Director, not more than ten (10) nor less than two (2) days before the date fixed for the meeting.

Section 6. Waiver of Notice. Notice of any meeting, if required, need not be given to any Director who signs a waiver of notice before or after the meeting. The attendance of any director at any meeting without the director protesting prior to the conclusion of such meeting the lack of notice thereto shall constitute a waiver of notice by such director.

Section 7. Business Transacted at a Special Meeting. Business transacted at any special meeting of Directors shall be limited to the purposes stated in the notice.

Section 8. Quorum. A quorum for the transaction of any business at all meetings of the Board shall consist of not less than a majority of the current Directors. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, action by a majority of those present at any duly organized meeting shall constitute lawful action by the Board. If a quorum is lacking, a majority of the Directors present may adjourn any such meeting from time to time until a quorum is acquired. Directors may participate in a meeting of the Board by means of conference telephone or similar equipment through which all persons participating in the meeting can hear each other. Participation at a meeting in this manner shall constitute presence in person at the meeting. No action of the Board shall be valid unless taken at a meeting which a quorum is present, except that an action which may be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to such action, a consent in writing, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof.

Section 9. Action without a Meeting. Any action required or permitted to be taken by the Board or by a committee thereof may be taken without a meeting if, prior to such action, all of the members of the Board or committee consent in writing to a resolution authorizing the action. Such written consents may be executed in counterparts, and shall be filed with the minutes of the Corporation.

Section 10. Voting Rights. Each Director shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Directors.

ARTICLE III

DIRECTORS

Section 1. Number and Election of Directors. The number of Directors which shall constitute the whole Board shall be not less than five (5) nor more than twenty-five (25) Directors. The Board, upon adoption of this Section, shall consist of five (5) directors, and thereafter the number of Directors as shall constitute the whole Board may

be increased or decreased by resolution of the Board, but shall in no case be less than three (3) Directors. The Directors shall be elected by the time of closure at the annual meeting of Members, except as provided in Section 3 of this Article. To be elected to the Board, a candidate must be a current member of the corporation with no outstanding dues owed the organization must have demonstrated commitment to positive behavior support and must practice in a manner that is consistent with the resolution and policies of the organization. Ex officio members to the Board may be appointed by a majority vote by the Board of Directors. Ex officio members may be appointed to any given term not to exceed three years and may be re-appointed for up to a maximum of serving two consecutive three year terms or six years (with exception to the Editors of the Journal of Positive Behavior Interventions (JPBI) and the Executive Director of APBS who stand as Ex officio members of the Board of Directors throughout their respective tenures). Ex officio members to the Board shall not be entitled to a vote.

Section 2. Term. Director members shall be elected for three-year terms. The terms of Board members shall be staggered such that no more than one-third of Board members shall stand for election or re-election in any given year. No person shall serve more than three (3) consecutive full terms on the Board of Directors. Persons serving an initial term of less than three (3) years may serve for three (3) additional full three-year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year. Vacancies occurring when a Board member becomes unable or unwilling to complete his or her term shall be filled for the remainder of the unexpired term by a person appointed to the Board by a majority vote of the remaining Board members.

Section 3. Resignation, Removal, Vacancies. Any director may resign at any time by giving notice to the President or Secretary of the Corporation. Any director may be removed at any time, based on behavior that is deemed as counter-productive to the operations of the Corporation, by majority vote of the Board of Directors. If the office of any director becomes vacant for any reason, such vacancy shall be filled by a majority vote of the Directors remaining in office.

Section 4. Nomination to Board. There shall be appointed annually, a nominating committee whose purpose shall be to nominate individuals for vacant positions on the Board of Directors. The President shall appoint the Chair of the Nominating Committee with approval by majority vote by the Board. The Nominating Committee shall be chaired by a member of the Board of Directors. No person shall serve on the Nominating Committee for more than five (5) consecutive years. The Nominating Committee may solicit recommendations for nominees from the membership, including self-recommendation by persons interested in serving on the Board of Directors.

Section 5. Initial Appointment of Directors. The incorporator shall elect the initial Board of Directors of the Corporation at the organization meeting.

Section 6. Powers of Board. The President of the Board (who is an elected member of the Board) shall preside over meetings of both the Full Board of Directors as well as the Executive Committee. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by any other body.

Section 7. Compensation. The Board of Directors shall have the authority to fix the compensation of Directors for their services as such, and a Director may also be a salaried officer of the Corporation.

Section 8. Liability of Directors. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he has breached the standards set forth in Title 42, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes relating to performance of a Director's duties and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, State or Federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1. Standing Committees. Upon adoption of this section there shall be no standing committee(s) of the board, but the Board may, from time to time, establish such committee(s) as required. The resolution appointing such committees shall designate its purpose, authority, and functions. Each committee shall limit its activities to the accomplishment of the purpose for which it is appointed and, unless otherwise specified, shall have no power to act except to recommend action to the Board.

Section 2. Membership. Unless otherwise provided, a majority vote of the Board shall appoint the members of all committees, and the President shall appoint the chairs thereof. Each member of a committee shall hold office until the term for which he was appointed expires and until his successor is appointed and qualified, unless he shall sooner resign or be removed.

Section 3. Resignation, Removal, Vacancies. Any member of any committee may resign at any time by giving notice to the President or the Secretary of the Corporation. A member of a committee who is a Director, shall automatically cease to serve in such position if he shall cease to be a Director unless the Board approves his/her continued appointment. Any member of a committee may be removed at any time by a majority vote of the Board of Directors without assigning any cause. Any vacancy occurring in the membership of any committee and any membership to be filled by reason of an increase in the number of committee members shall be filled by a majority vote of the Board.

Section 4. Meeting. All committees shall meet at places, dates, and hours selected by each committee and special meetings may be called by the Board, the President or the chair of the committee when either deems it necessary. The chair of each committee shall preside at meetings of the committee. Minutes of all committee meetings shall be accurately kept by the chair of the committee so appointed or designated as such by the chair of the committee and shall be submitted to the Secretary of the Corporation. In the absence of the chair, a temporary chair shall be appointed.

Section 5. Notice. Written notice of committee meetings stating the place, date, and hour shall be given to members, under the direction of the committee secretary. Such notice shall be mailed at least five (5) days prior to any meeting. In the alternative, notice may be given by telephone at least three (3) days prior to any meeting. Notice may be waived by a committee meeting in writing or by attendance at the meeting without protesting the lack of notice.

Section 6. Quorum. At a committee meeting, a quorum for the transaction of any business shall be a majority of the members of the committee. Action by a majority of those present shall constitute lawful action of a committee. Committee members may participate in a meeting of the committee by means of a conference telephone or similar equipment through which all persons can hear (or sufficiently interact with) each other and participation at a meeting in this manner constitutes presence in person at the meeting.

ARTICLE V OFFICERS

Section 1. Officers. The Corporation's officers (Executive Committee) shall be a President, a Treasurer, a Secretary, and, if desired, one or more Vice Presidents. The officers shall be elected by the Board at its regular meeting following the annual meeting of Directors or at any other meeting of the Board. The election process will include all voting members of the current Board of Directors. Newly elected members to the Board of Directors (Board of Directors Elect) may be present during the election process, however each newly elective member (who is not an incumbent member of the Board of

Directors) shall not have voting rights until the close of the meeting of the incumbent Board of Directors upon which time their term is initiated on the Board of Directors.

Section 2. Election Term; Removal. The officers shall be elected at the annual meeting of Directors by the majority vote of the Directors, except as provided in Section 10 of the Article. The officers of the Corporation may hold office for up to three (3) consecutive years during their elected term to the Board of Directors or until their successors are chosen and qualify. The Board may remove an officer from the Executive Committee at any time by the affirmative vote of a majority of the Directors at any meeting of the Board at which there is a quorum, without the necessity of specifying any cause therefore and without any prior notice of such action to the person removed. No officer shall serve more than two (2) consecutive terms (total of six (6) years) in the same office.

Section 3. President. The President shall, subject to the control of the Board, supervise and control all of the business and affairs of the Corporation. All other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President (or the Executive Director under supervision of the President) shall sign and execute in the name of the Corporation duly authorized deeds, leases, mortgages, bonds, obligations, contracts and other instruments. He shall present a written report of the conditions and affairs of the Corporation at the annual meeting of Directors.

Section 4. Vice Presidents. The Board may appoint one or more Vice Presidents, each of whom shall perform such duties and possess such powers as shall be assigned him or her by the Board.

Section 5. Treasurer. The Treasurer shall have charge and custody of, and be responsible for all funds of the Corporation. The Treasurer (or Executive Director under the Supervision of the Treasurer) shall keep or cause to be kept regular books of account for the Corporation and shall perform such other duties and possess such other powers as are incident to the office of treasurer of as shall be assigned to the Treasurer by the Board or the President.

Section 6. Secretary. The Secretary (or Executive Director at the request of the President or if the Secretary is unable to serve) shall cause notices of all meetings to be served as prescribed in these By-laws or by statute, shall keep or cause to be kept the minutes of all meetings of the Board and shall have charge of the corporate records and seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to the office of the secretary or as are assigned by the Board or the President.

Section 7. Subordinate Officers and Agents. The Board may elect or appoint such other officers and agents as the Board shall deem necessary or desirable, who shall

hold their offices for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 8. Dual Positions. One person may hold two or more offices except that one person may not hold both the offices of President and Secretary.

Section 9. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation, and unless otherwise specified therein, such resignation shall be effective immediately and shall not be dependent on acceptance by the Corporation.

Section 10. Vacancies and Absences. Any office which becomes vacant may be filled by the Board at any regular or special meeting of the Board. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office, the duties of the office shall, unless otherwise provided by the Board, be performed by the next office in the following sequence: President, Vice President, Secretary, Treasurer.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the officers of the Corporation and a Chairperson. Vacancies on the Executive Committee shall be filled by a person appointed by the remainder of the Committee for the unexpired portion of the term of the position vacated.

Section 2. Purpose. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Executive Board (Board of Directors) for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitations imposed by the Board. The President of the Board (who is an elected member of the Board) shall preside over meetings of both the full Board of Directors as well as the Executive Committee. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

ARTICLE VII

MEMBERS

Section 1. Membership. There shall be five (5) classes of membership; Regular, Student, Family, Transitional and Agency. All applicants for membership shall be initiated by the candidate for membership and shall be in writing and submitted for

consideration to the Board. All applications shall be reviewed by the Board (or the Executive Director under the supervision of the Board) and action taken thereon.

Section 2. Annual Meeting. The annual Meeting of Members shall be held in continuation with the annual conference or by the month of July, on such day and such as the Board shall designate, at which the Board shall transact business as may properly come before the meeting.

Section 3. Notice of Annual Meeting. Notice of the annual meeting shall be given by mailing (electronic or surface), not more than sixty (60) days nor less than ten (10) days prior thereto, a written notice stating the time and place thereof, directed to each Director at his address.

Section 4. Special Meetings. Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation of the Corporation, may be called by the the majority of the Members or the President. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Special Meeting. Written, telegraphic or electronic notice of a special meeting of Members, state the time, place and object thereof, shall be given to each Director, not more than sixty (60) nor less than ten (10) days before the date fixed for the meeting.

Section 6. Waiver of Notice. Notice of any meeting, if required, need not be given to any Member who signs a waiver of notice before or after the meeting. The attendance of any Member at any meeting without the Member protesting prior to the conclusion of such meeting the lack of notice thereto shall constitute a waiver of notice by such Member.

Section 7. Business Transacted at a Special Meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

Section 8. Quorum. A quorum for the transaction of any business at all meetings of the Members shall consist of not less than ten percent (10%) of the current Members. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, action by a majority of those present at any duly organized meeting shall constitute lawful action by the Members. If a quorum is lacking, a majority of the Members present may adjourn any such meeting from time to time until a quorum is acquired. Members may participate in a meeting of the Members by means of conference telephone or similar equipment through which all persons participating in the meeting can hear each other. Participation at a meeting in this manner shall constitute presence in person at the meeting. No action of the Members shall be valid unless taken at a meeting which a quorum is present, except that an action which may be taken at a meeting of the Members may be taken without a meeting if, prior or subsequent to such action, a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof.

Section 9. Action without a Meeting. Any action required or permitted to be taken by the Members may be taken without a meeting if, prior to such action, all of the Members consent in writing to a resolution authorizing the action. Such written consents may be executed in counterparts, and shall be filed with the minutes of the Corporation.

Section 10. Voting Rights. Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Members.

Section 11. Fees. The Board, by resolution, shall establish fees for membership and categories of membership from time to time.

**ARTICLE VIII
EXECUTION OF DOCUMENTS**

Section 1. Commercial Paper and Contracts. All checks, notes, drafts and other commercial paper of the Corporation shall be signed by the President (or Executive Director under the supervision of the President) or Treasurer of the Corporation or by such other person or persons as the Board may from time to time designate.

Section 2. Other Instruments. All contracts, deeds, mortgages and other instruments shall be executed by the President (or Executive Director under the supervision of the President), Treasurer, any Vice President or any such other person or persons as the Board may from time to time designate, and, if necessary, by the Secretary or any Assistant Secretary.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall be in the calendar year.

**ARTICLE X
AMENDMENT**

Section 1. Bylaws. These By-laws or any part thereof, may be altered, amended or repealed, or new by-laws may be adopted by the Board at any regular meeting of the Board or at any special meeting of the Board.

Section 2. Articles of Incorporation. The Articles of Incorporation of the Corporation may be altered, amended, restated or repealed by the affirmative vote of a majority of the Board present at a meeting called for the purpose of considering and voting upon the proposed amendment. Upon adoption, a certificate of amendment shall be filed with the State Treasurer as provided by law.

**ARTICLE XI
INDEMNIFICATION**

Section 1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a “proceeding”), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that

he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as director or officer or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 4 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees, agents, fiduciaries and other representatives of the Corporation or to any person who is or was serving at the request of the Corporation as an employee, agent, fiduciary or representative of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, then termination of any 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 the Corporation, and, with respect to any criminal proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. Termination of any proceeding by judgment, order, settlement,

conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

Section 2. Indemnification under Section 1 above shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of a director or officer is not proper in the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding (“disinterested directors”), or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3. Notwithstanding any other provisions of this Article, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith.

Section 4. If a claim under Section 1 of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 5. The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-law, agreement, vote of disinterested directors or otherwise.

Section 6. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, agent, fiduciary or representative of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

Section 7. For purposes of this Article:

(a) References to “the Corporation” shall upon written resolution of the Board of Directors of the Corporation include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Corporation as he or she held in such constituent corporation.

(b) A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.

Section 8. This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a director or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE XII

DUALITY OF INTEREST TRANSACTIONS

Any contract or other transaction which may in unique circumstances be entered into between this Corporation and one or more Directors or officers, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or officers are directors, trustees, or officers or have a significant financial or influential interest, may be declared void or voidable by the Board unless all of the following conditions are met:

a. The relevant and material facts as to such Director’s or officer’s interest in such contract or transaction and as to any common directorship, officership, or financial or influential interest were disclosed in good faith in advance by such Director or officer to the Board, and such facts are reflected in the minutes of the Board meeting; and

b. The relevant and material facts, if any, known to such interested Director or officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such Director or officer to the Board, and such facts are reflected in the minutes of the Board meeting; and

c. Such interested Director or officer has, as determined by the judgment of the Board: (1) made the disclosures and fully responded to questions concerning the matters referenced in (a) and (b) above; (2) fully met the burden of proof at the time such contract or transaction is authorized that the contract or transaction is fair and reasonable to this Corporation; and (3) not otherwise significantly influenced the action of the Board with respect to the contract or transaction; and all such determinations by the Board are reflected in the minutes of the Board meeting; and

d. The Board authorized such contract or transaction by a vote of at least a majority of the Directors present at a meeting at which a quorum was present, and such interested Director or officer was not present at such time as the vote was taken nor counted in determining the presence of a quorum or in determining the majority vote.

The Board may adopt duality of interest policies for the Corporation including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by Directors, officers, committee members, and key employees disclosing any existing and potential dualities of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payments of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board determines, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, or scientific purposes and qualifying at the time as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board determines. Any such assets not so disposed of shall be disposed of by the Court of the Commonwealth of Pennsylvania of the County in which the principal office of the Corporation is then located, exclusively for such exempt purposes as the court shall determine or to such organizations which, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the court shall determine.

ARTICLE XIV
MISCELLANEOUS IMPLEMENTING PROVISIONS

Section 1. Term of Incumbency. When any definite term or period of incumbency is specified in these Bylaws for any membership, office, position or employment, it shall be construed to continue in the incumbent therein until a successor is elected or appointed and qualifies, unless sooner removed, or the membership, office, position or employment is sooner discontinued.

ARTICLE XV
SEAL

The Corporate Seal shall have inscribed thereon the following: “The Association for Positive Behavior Support, Incorporated 2003, Pennsylvania.” The seal may be used by causing it or a facsimile of it to be impressed, affixed or otherwise reproduced.

ARTICLE XVI
BOOKS AND RECORDS

Section 1. Records of the Corporation. The Corporation shall keep an original or duplicate record of the proceedings of the Directors, the original or a copy of its bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate register, giving the names of the members of the Board of Directors, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

Section 2. Review of Books and Records. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the register, books and records of account, and records of the proceedings of the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE XVII
ANNUAL REPORT

Section 1. Annual Report. The president and treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of report, including separate data with respect to each trust fund held by or for the Corporation.

This report shall be filed with the minutes of the annual meeting of the Board of Directors.

AS ADOPTED: March 14, 2012

ATTEST:

Heather Peshak-George, Secretary

Rachel Freeman, President