



BYLAWS
OF THE
QUALIFIED APPLIED BEHAVIOR ANALYSIS CREDENTIALING BOARD
OF
ELEVATED AUTISM SERVICES TEAM, LLC

Amended and restated as of May, 2021

ARTICLE I
OFFICE AND REGISTERED AGENT

Section 1.1. Principal Office. The principal office of the Qualified Applied Behavior Analysis Credentialing Board (the “**Credentialing Board**”) shall be at the principal offices of the Credentialing Board’s parent, Elevated Autism Services Team, LLC, a Delaware limited liability company (“**EAST**”).

Section 1.2. Registered Office and Agent. The Credentialing Board shall have and continuously maintain a registered office and a registered agent in California, which shall be the registered office and registered agent of EAST as on file with the California Secretary of State.

Section 1.3. Credentialing Board and Composition. The Credentialing Board is an independent and self-governing body created to identify and confirm the competency areas of the professional and paraprofessional delivering applied behavior analysis (“**ABA**”) treatment to those individuals diagnosed with autism and related disorders. The composition of the Credentialing Board shall be comprised of professionals working with individuals with autism and developmental disabilities in education, psychology, speech and hearing, behavior analysts, behavior technicians, members of the legal profession, finance professionals, and members of the community with experience and insight into autism and developmental disabilities on either a professional or personal level.

Section 1.4. Duties. The Credentialing Board shall have the authority for all aspects of the Qualified Behavior Analyst (QBA®) Credential Program (the “**QBA Program**”), the Qualified Autism Services Practitioner® (QASP-S®) Credential Program (the “**QASP-S Program**”) and the Applied Behavior Analysis Technician® (ABAT®) Credential Program (the “**ABAT Program**”) and, together with the QBA and QASP-S Programs, the “**Credentialing Programs**”) and shall have autonomy in decision making for the Credentialing Programs.

The duties of the Credentialing Board include the following:

1. Develop and maintain eligibility standards for credentials provided by the Credentialing Programs.
2. Review of newly credentialed and renewal QBA, QASP-S and ABAT practitioners on a regular basis.
3. Hold regularly scheduled meetings to review and plan all aspects of the Credentialing Programs.
4. Provide oversight of policy adherence for exam development, administration, and scoring of assessment instruments for the Credentialing Programs.
5. Review cut score, practice analysis, and technical reports related to credentialing standards for the Credentialing Programs.
6. Review learner outcomes, psychometrics, and demographics of the Credentialing Programs.
7. After review and audit, provide an annual review of policies and procedures for the Credentialing Programs.
8. Provide an annual review of QBA, QASP-S and ABAT candidate handbook, ethics, and website information for the Credentialing Programs.
9. Investigate grievances and complaints; ensure completion of any corrective action plans for the Credentialing Programs.

ARTICLE II **PURPOSES**

Section 2.1. Purpose. The purpose of the Credentialing Board is to meet professional and paraprofessional credentialing needs identified by behavioral analysts, ABA providers, insurance providers, government departments, and consumers of behavior analysis and behavior health services by providing certification for the practitioners providing ABA treatment to individuals diagnosed with autism and related disorders in order to demonstrate the educational, ethical, and supervision requirements for professional and paraprofessional certification are met by the ABA practitioner.

ARTICLE III **MEMBERSHIP**

Section 3.1. Membership. The composition of the Credentialing Board shall be as set forth in Section 1.3 of these bylaws (“**Bylaws**”). The Credentialing Board shall not include any individual who is either an owner of membership interests in EAST (each, a “**Member**”) or a principal or owner of a Member of EAST.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Powers. The Credentialing Board shall supervise and control all aspects of credentialing standards and policies of the Credentialing Programs in accordance with these Bylaws and such other documents as the Credentialing Board may develop from time to time.

Section 4.2. Number and Qualifications. The directors (each, a “**Director**”) of the Credentialing Board shall be those individuals appointed by EAST and each Director shall serve until he or she resigns or is removed or until his or her successor is elected and qualified. The Credentialing Board shall be comprised of no less than three (3) nor more than eleven (11) individuals.

Section 4.3. Nominations of Credentialing Board Members. Nominations to fill vacancies of the Credentialing Board or to elect new Directors of the Credentialing Board upon the expiration of any Director’s term may be made by either of (i) the Credentialing Board, and (ii) the Board of Managers (the “**Managers**”) of EAST.

Section 4.4. Election and Term of Office. Upon the endorsement of new candidates to the Credentialing Board by the Credentialing Board and the Managers in accordance with Section 4.3 of these Bylaws, the Members of EAST shall be entitled to vote on such candidates in accordance with the Operating Agreement of EAST (the “**Operating Agreement**”). Directors of the Credentialing Board will be elected upon the receipt of the vote of at least two-thirds percent (66.6%) of the Membership Interests of EAST. Directors shall serve a 3-year term (the “**Term**”) and shall hold office until such Director’s Term has ended or until the Director earlier resigns pursuant to Section 4.5 of these Bylaws or shall have been removed in the manner provided in Section 4.6 of these Bylaws. There is no limit to the number of terms for which a director is elected.

Section 4.5. Resignation. Any Director on the Credentialing Board may resign at any time by giving written notice to the President of the Credentialing Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Credentialing Board.

Section 4.6. Removal. Any Director on the Credentialing Board may be removed from such position, with or without cause, by either (i.) a majority vote of the Credentialing Board at any regular meeting of the Credentialing Board where notice of the removal action has been provided with notice of the meeting or at any special meeting of the Credentialing Board called expressly for that purpose, or (ii) upon the vote of at least two-thirds percent (66.6%) of the Membership Interests of EAST, with or without notice.

Section 4.7. Vacancies. Any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of directors, or any other cause, may be filled by vote of the majority of the remaining Directors of the Credentialing Board, with the subsequent ratification of at least two-thirds percent (66.6%) of the Membership Interests of EAST. In the event that the Members of EAST fail to ratify the appointment of a replacement

Director elected by the Credentialing Board, the Credentialing Board and the Managers shall promptly nominate new candidates in accordance with Section 4.3 for election pursuant to Section 4.4 of these Bylaws. Each Director so chosen to fill a vacancy shall hold office until his or her successor shall have been elected and shall qualify or until he or she shall resign pursuant to Section 4.5 of these Bylaws or shall have been removed in the manner provided in Section 4.6 of these Bylaws.

Section 4.8. Regular Meetings. A regular annual meeting of the Credentialing Board shall be held each year, at such time, day and place as shall be designated by the President of the Credentialing Board.

Section 4.9. Special Meetings. Special meetings of the Credentialing Board may be called at the direction of the President of the Credentialing Board or by a majority of the Directors on the Credentialing Board then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 4.10. Notice. Notice of the time, day and place of any special meeting of the Credentialing Board shall be given at least two days previous to the meeting and in the manner set forth in Section 7.2 of these Bylaws. The purpose for which a special meeting is called shall be stated in the notice. Any Director on the Credentialing Board may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 4.11. Quorum. A majority of the Directors on the Credentialing Board then in office shall constitute a quorum for the transaction of business at any meeting of the Credentialing Board.

Section 4.12. Manner of Acting. Except as otherwise expressly required by law, the Operating Agreement of EAST, or these Bylaws, the affirmative vote of a majority of the Directors on the Credentialing Board present at any meeting at which a quorum is present shall be the act of the Credentialing Board. Each Director on the Credentialing Board shall have one vote.

Section 4.13. Unanimous Written Consent In Lieu of a Meeting. The Credentialing Board may take action without a meeting if written consent to the action is signed by all of the Directors on the Credentialing Board.

Section 4.14. Telephone Meeting. Any one or more Directors on the Credentialing Board may participate in a meeting of the Credentialing Board by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V OFFICERS

Section 5.1. Officers. The officers of the Credentialing Board (the “**Officers**”) shall consist of a President, Vice President, and Secretary. The Credentialing Board may have such other Officers as the Board members may deem necessary, and such Officers shall have the authority prescribed and delegated by the Credentialing Board. One person may hold more than one office, other than the offices of President, Vice President, and Secretary.

Section 5.2. Election of Officers. The Officers of the Credentialing Board shall be appointed as follows:

- (i) The President shall be appointed by the Managers of EAST; and
- (ii) The other Officers shall be appointed by the Credentialing Board.

Section 5.3. Term of Office. Officers shall serve a 3-year Term and shall hold office until such Officer’s Term has ended or until the Director earlier resigns pursuant to Section 5.4 of these Bylaws or shall have been removed in the manner provided in Section 5.5 of these Bylaws. There is no limit to the number of Terms for which a director may be elected.

Section 5.4. Resignation. Any Officer of the Credentialing Board may resign at any time by giving written notice to the President of the Credentialing Board or, in the case of the resignation of the President, to the Managers of EAST. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Credentialing Board or, in the case of resignation of the President, by the Managers of EAST.

Section 5.5. Removal. Any Officer the Credentialing Board may be removed from such position, with or without cause, by either (i) a majority vote of the Credentialing Board at any regular meeting of the Credentialing Board where notice of the removal action has been provided with notice of the meeting or at any special meeting of the Credentialing Board called expressly for that purpose, or (ii) upon the vote of at least two-thirds percent (66.6%) of the Membership Interests of EAST, with or without notice.

Section 5.6. Vacancies. Any vacancy in any office of the Credentialing Board, whether because of death, resignation, disqualification, or any other cause, may be filled by vote of the majority of the remaining Directors of the Credentialing Board, with the subsequent ratification of at least two-thirds percent (66.6%) of the Membership Interests of EAST with respect to the appointment of the President of the Credentialing Board. In the event that the Members of EAST fail to ratify the appointment of a replacement President elected by the Credentialing Board, the Managers shall promptly appoint a new President in accordance with Section 5.2(i) of these Bylaws. Each Officer so chosen to fill a vacancy shall hold office until his or her successor shall have been elected and shall qualify or until he or she shall resign pursuant to Section 5.4 of these Bylaws or shall have been removed in the manner provided in Section 5.5 of these Bylaws.

Section 5.7. President. The President shall give active direction and oversee the business and affairs of the Credentialing Board. He or she shall perform all duties incident to the office of President as may be prescribed by the Credentialing Board.

Section 5.8. Secretary. The Secretary shall keep the minutes of the meetings of the Credentialing Board, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Credentialing Board.

Section 5.9. Bonding. If requested by the Credentialing Board, any person entrusted with the handling of funds or valuable property of the Credentialing Board shall furnish, at the expense of the Credentialing Board, a fidelity bond, approved by the Credentialing Board and the Manager of EAST.

ARTICLE VI **COMMITTEES**

Section 6.1. Committees of Directors. The Credentialing Board, by resolution adopted by a majority of the Directors of the Credentialing Board then in office, may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority of the Credentialing Board as delegated. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any Officer or Director, enter into any contract binding the Credentialing Board or EAST, or authorize the voluntary dissolution of the Credentialing Board.

Section 6.2. Executive Committee. Between meetings of the Credentialing Board, the day-to-day affairs of the Credentialing Board may be managed by an executive committee (“**Executive Committee**”), the membership of which shall consist of the Officers and such other members as are set forth in a resolution of the Credentialing Board.

Section 6.3. Other Committees and Task Forces. The Credentialing Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Credentialing Board and shall give advice and make non-binding recommendations to the Credentialing Board.

Section 6.4. Term of Office. Unless otherwise indicated in these Bylaws, each member of a committee shall serve for one year until the next annual meeting of the Credentialing Board and until a successor is appointed, unless the committee is sooner dissolved. Committee members may succeed themselves for successive one-year Term subject to appointment by the Credentialing Board.

Section 6.5. Vacancies. Vacancies in the membership of committees may be filled by the President of the Credentialing Board until expiration of the vacant Term.

Section 6.6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Credentialing Board.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 7.1. Fiscal Year. The fiscal year of the Credentialing Board shall be January 1 through December 31.

Section 7.2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, Officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Credentialing Board. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, other electronic means, or hand delivery, and will be deemed given when received.

Section 7.3. Contracts. The Managers may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Credentialing Board, and such authority may be general or confined to specific instances.

Section 7.4. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Credentialing Board shall be signed by either (i) one of the Managers of EAST, or (ii) such Officer, Officers, agent or agents of the Credentialing Board in such manner as shall from time to time be determined by resolution of the Managers of EAST.

Section 7.5. Deposits. All funds of the Credentialing Board shall be deposited from time to time to the credit of EAST in such banks, trust companies, or other depositories as the Managers may select.

Section 7.6. Parliamentary Procedure. All questions of parliamentary procedure or practice regarding the affairs of the Credentialing Board, including the conduct of meetings of the Credentialing Board or of any committee of the Credentialing Board, shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly known as the Sturgis Standard Code of Parliamentary Procedure) (the “**Code**”), except as otherwise specifically provided by law or these Bylaws; *provided, however*, that any provision of such Code may be waived by a two-thirds vote of the Credentialing Board.

ARTICLE VIII
INDEMNIFICATION

Section 8.1. Indemnification. Unless otherwise prohibited by law, EAST will indemnify any Director and Officer (or any former Director or Officer for actions taken on behalf of the Credentialing Board while a Director or Officer), and may by resolution of the Managers of EAST indemnify any other person, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or agent or representative of the Credentialing Board; *provided*,

however, that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Credentialing Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Section 8.2. Expenses. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or other indemnified person. EAST may advance expenses or where appropriate may itself undertake the defense of any Director, Officer or other indemnified person. However, such Director, Officer or other indemnified person shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article VIII.

Section 8.3. Insurance. The Managers of EAST may also authorize the purchase of insurance on behalf of any Director, Officer or other indemnified person against any liability incurred by him or her which arises out of such person's status as a Director, Officer or other agent or representative of the Credentialing Board.