

## **Bylaws of the Alberta Association for Behaviour Analysis**

### **Article I—Name**

The name of this organization shall be the Alberta Association for Behaviour Analysis. The Alberta Association for Behaviour Analysis (AltaABA) is a not-for-profit membership organization whose purpose is to promote the specific interests of its members, within the scope of these bylaws. The acronym AltaABA will be used throughout the bylaws for abbreviation purposes only.

### **Article II—Membership**

#### *2. Categories of Membership*

Membership is open to all persons interested in or actively engaged in behaviour analysis. Membership shall be in one of three classes:

2.1.1. Full Member: Any individual holding at least an under-graduate degree in a discipline directly related to, or involving behaviour analysis, and whose professional commitment includes teaching, research, and/or practice in behaviour analysis, may apply for membership in this category. A full member shall have been employed in a professional capacity (research, education or practice) and applying behaviour analysis principles for at least one year. Full members in good standing may vote in policy decisions and the election of the executive committee for the chapter. There shall be no proxy voting.

2.1.2. Student Member: Any individual pursuing formal under-graduate or post-graduate training in the discipline of behaviour analysis may apply for membership in this category. Such application must be accompanied by documentation certifying the applicant's student status. Student members may vote in policy decisions and in the election of the executive committee for the chapter. There shall be no proxy voting.

2.1.3. Affiliate Member: Any individual that shows interest in the discipline of behaviour analysis, but does not meet the criteria for Full or Student membership. Affiliate members may not vote in policy decisions or the election of the executive committee for the chapter.

2.2. Memberships are available for the duration of 1 year or 3 years, and are accepted on a continued basis throughout the year. Membership renewals are accepted on an ongoing basis throughout the calendar year dependent on when the individual membership expires.

2.3. A person wishing to become a member must submit a completed application form online and pay the annual membership dues established by the Board of Directors. Applicants shall also submit any additional information, such as transcripts, diplomas, or references, as requested to verify they meet the requirements for one of the membership categories. The

membership chair shall receive applications for membership and give notice of all inductions into membership.

2.4. The Board of Directors, by a two-thirds majority vote, may suspend or expel any member for cause after appropriate notice and hearing. By a two-thirds majority vote, the Board of Directors may also reinstate a former member on such terms as it deems appropriate.

2.5. Any member fails to remit dues will, 90 days thereafter, be declared in arrears. That member shall be subject to suspension of membership in AltaABA, including, but not limited to, eligibility to be on the Board of Directors and loss of voting privileges.

2.6. Any member may resign by sending the Secretary a notice of resignation in writing. Membership may be reinstated by meeting criteria in clause 2.3 again and pay membership dues in full.

### **Article III—The Board of Directors**

#### **3.1. Directors**

3.1.1. There shall be an Executive Committee consisting of the President, President-Elect, Past-President, Secretary, Treasurer, and Public Relations Officer.

3.1.1.1. The Board of Directors shall consist of the Executive Committee and at least two additional Members-at-Large elected for staggered two-year terms. One Member-at-Large shall be a student.

3.1.2. Each member of the Board of Directors is entitled to vote at such meetings held after the Business meeting in the year of his or her election or appointment.

3.1.3. The Board of Directors shall serve as the governing body of AltaABA, and conduct its business at meetings (in person or remotely), or by correspondence, and report its actions, or request the membership to take action, at the Annual General Meeting (AGM) or by correspondence.

#### **3.2. *Terms of Office***

3.2.1. The term on the Board for the President shall be one year to commence at the conclusion of the meeting presided over by the current President, who shall then assume the position of Past President.

3.2.1.1. In the event no suitable candidate is identified as President Elect by the 6th month of term for Past President and President, the appointments may be extended by vote from the Board by 1 year until the election process is re-initiated the following year.

3.2.2. The Secretary, Treasurer, Public Relations Officer and Member(s)-at-Large shall be appointed by the Board for an initial term of two years; this appointment may be renewed as deemed appropriate by the board.

3.2.3. Student Member-at- Large shall serve one year.

3.2.3.1. Student Member-at- Large must have student status until the end of the calendar year (December 31) the year they are elected to maintain their appointment.

3.2.4. No elected Board member shall serve more than 2 consecutive terms in the same office.

3.2.5. Any member in good standing shall be eligible for nomination and election to any elective office. Student members may not hold the office of President or President-Elect.

3.2.6. The Board of Directors shall elect or appoint a President Elect every year. President Elect will serve a one year appointment, assuming the President appointment the second year. President elect candidates and nominees must serve on the AltaABA Board for a minimum of six months or have prior Board experience. Unsuccessful appointment of President Elect, the Board will initiate article 3.2.1.1.

### 3.3 *Duties*

3.3.1. The President shall preside at all Board and member meetings and present a Presidential Report at the AGM. The President is also responsible for the counting of nomination and election ballots, as well as the ballots in any referenda submitted to the voting membership, and shall exercise general supervision over the affairs of the chapter.

3.3.2. If the President is unable to preside over a meeting, that responsibility shall fall to the Past President. If he or she is unable to preside, the President Elect, the Secretary, then the Treasurer will respectively assume the responsibility.

3.3.3. The Secretary shall keep the minutes of all the meetings and shall forward the board meeting minutes to each Board member within 5 business days of the meeting.

3.3.3.1. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The Secretary shall keep all records of the chapter and the Board; conduct official correspondence; serve ex officio as a member of all committees as deemed necessary by the Board and issue programs of meetings.

3.3.3.2. The Secretary shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the President Elect.

In case of the absence of the Secretary, his/her duties shall be discharged by such Director, may be appointed by the Board.

3.3.4. The Treasurer shall attend to the financial affairs of the organization, ensuring proper financial records and procedures are maintained for the financial viability of AltaABA.

3.3.4.1. The Treasurer shall have the responsibility for all chapter funds and shall have authority to disburse these funds for purposes authorized by the Board. The Treasurer will prepare financial reports, ensure accounts are prepared and audited as required, and provide support to the executive committee assisting them in their financial duties. The Treasurer shall keep a record of all money received and all disbursements made and submit an annual report of the chapter's financial status.

3.3.4.2. The books, accounts, and records of the Treasurer and Secretary shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the AGM.

3.3.4.2.1. The books and records of the society may be inspected by any member of the society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Board members having charge of the same. Each member of the Board shall, at all times, have access to such books and records.

3.3.4.3. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

3.3.5. The Public Relations Officer will hold account for all third-party communications and social media applications held by AltaABA, ensure social media is up to date and current to the mission of AltaABA. He or she shall bring to the attention of the Board and the members such matters as are deemed necessary for the appropriate operation of the organization through social media.

3.3.6. If all members of the Board of Directors consent, a meeting of the Board or of a Board Committee may be held by such telephone, electronic or other communication means that permit all persons to participate and communicate adequately. Any Board or Committee member participating by such means is deemed to be present at the meeting for the purposes of these Bylaws.

### *3.4. Replacement and Vacancies*

3.4.1 In the event of a current Board member's death, incapacity, or resignation of any of these Board members, the Board shall, by majority vote or appointment, be empowered to fill the vacancy until the conclusion of the term of the replaced member.

3.4.2 Any current Board member who fails to maintain membership in good standing in the chapter or who fail to attend two consecutive meetings of the Board are subject to removal by a majority vote of the remaining members of the Board; a Board member who has missed two consecutive meetings will be given opportunity to provide explanation for the absences.

3.4.2.1. Any Board member may be removed at any time by vote of a majority of members entitled to vote.

3.4.3 In the event of a vacancy that cannot be filled during the yearly election period, the Board may, by majority vote or appointment, fill the vacancy.

3.4.3.1 The appointed director shall hold that position until the conclusion of the term or until a successor has been elected or appointed.

3.4.3.1.1 If the number of directors is less than quorum, then the unanimous written consent of the directors on the Board is required to continue Board operations without quorum.

3.4.3.2 The appointed Board member may not hold a position beyond term parameters set forth in article 3.2.4, not including any service as a director elected to fill a vacancy.

3.5. All Board members must be members of ABAI at the time of assuming their positions and maintain membership throughout their term of their position. Proof of membership should be forwarded to the Membership Chair or Secretary.

3.6. The minimum size of the Board is six (6) and the maximum size is ten (10) members.

## **Article IV—Meetings**

### **4.1. *Board Meetings***

4.1.1. The Board of Directors shall promulgate policies regarding chapter functioning that are not specified in the bylaws.

4.1.2. The Board shall meet at least three (3) times annually at a time and location deemed appropriate by the President. A meeting of the Board may also be called by action of three members of the Board who shall notify the remaining members at least two weeks in advance of the proposed meeting, though in an emergency the two weeks' requirement may be waived.

4.2.1. For purposes of transacting the business of the chapter, a Quorum shall be present and consist of at least 50% of Board members present. Board members may attend meetings remotely (e.g., via Zoom or phone).

4.2.2. In the absence of a Quorum, a majority of the Board Members present may reschedule the meeting.

#### *4.3. Membership Meetings*

##### 4.3.1. General Meetings

4.3.1.1. An AGM shall be held in the month of May in a place and time determined by the Board of Directors. General meetings are open to the public.

4.3.1.2. During the AGM only voting members may vote on matters brought before this meeting

4.3.1.3. A quorum at the annual business meeting shall consist of not fewer than 50% of Board Members or 62.5% of the members in good standing present and voting.

4.3.1.4. The annual business meeting shall include a report of committees and Board activities over the year as well as a financial report.

4.3.1.5. Annually, formal financial reporting shall be made to the membership. All Board members shall declare and ensure that they do not profit financially from chapter operations or otherwise have conflicts of interest related to the chapter. Unless authorized at any meeting and after notice for the same shall have been given, no Board member, or member of the society shall receive any remuneration for his/her services.

4.3.1.6. The Secretary shall email a notice to all members at least forty-five (45) days before the AGM. This notice will state the place, date, and time of the AGM.

##### 4.3.2. Special Meetings

4.3.2.1. A special meeting may be called by, or at the request of, the President or any two (2) Board Members as an emergency provision to address specific matters which are time dependent, and cannot wait for the AGM. These meetings will be notified by email.

4.3.2.2. The person or persons requesting a Special Meeting shall provide notice of the time, date and place of the special meeting at least 48 hours prior to the meeting.

4.3.2.3. A special meeting may be held with less than 48 hours notice if 50% of the Board agrees to this in writing before the meeting.

4.3.2.4. The persons calling the special meeting should submit a detailed agenda describing what business will occur.

4.3.2.5. No other matter other than that stated in the notice calling the Special Meeting shall be transacted at the meeting.

4.4. Records of meetings and Board activities shall be permanently retained.

## **Article V—Nominations and Elections**

### **5.1. *Nominations & Elections***

5.1.1. Each year, the President or his or her designee shall send to all members an anonymous electronic nomination ballot for the open positions on the Board for the coming year. Members of the Board shall be elected by a plurality of the votes cast at an election.

5.1.2. For each open Board member position that appears on the nominating ballot, each full member may propose up to four names and may nominate the same person for more than one Executive position. These nominations for specific Executive positions will be considered by the outgoing Board when they vote to fill the Executive positions.

5.1.2.1 After the list of candidates for open Board member positions has been determined, the President shall send to all voting members in good standing, a ballot for all matters to be voted upon, together with a statement on which the names of the candidates listed in alphabetical order with brief biographical descriptions. This ballot may be sent in an online electronic format, by post mail, or in-person.

5.1.3. Once the results of the vote by voting members is complete, the outgoing Board of Directors will hold a meeting to decide (may vote or appoint) whom of the individuals that join as Board Members will fill each Executive position (i.e., Secretary, Treasurer, and President-Elect).

5.1.3.1 In the event that there are two or more candidates for an Executive position, the outgoing Board will cast votes for these positions.

5.1.3.2. This vote shall be made by secret ballot for each open Executive position with two or more candidates.

5.1.3.3. Each Executive position will be elected by a plurality of votes cast by the outgoing Board of Directors.

5.1.3.4. In the event that no candidates indicate interest in an Executive position, the outgoing Board will appoint individuals until all Executive positions are filled (also see point 3.4.3)

5.1.3.5. If an open position receives only one nominee (i.e., that position is uncontested), the President will ask that nominee if they accept the position.

### **5.2 *Terms***

5.2.1. All members of the Board shall assume their positions on the first day after the close of the AGM at which their election is announced. The Board of directors shall hold their positions until their elected successors assume their positions in their stead.

## **Article VI—Committees**

6.1. All committees are constituted by and operate under the direction and at the pleasure of the Board.

6.2. The committees of the chapter shall consist of such standing committees as may be provided by these bylaws and such special committees as may be established by vote of the Board.

6.3. There are standing and Ad hoc committees. An ad hoc committee may be appointed by the President or with the consent of the Board of Directors for a specific and limited purpose.

6.3.1. All chairs and members of standing and ad hoc committees must be in good standing with AltaABA.

6.3.2. Committee chairpersons shall provide a written annual report of activities at the AGM and a report for each meeting of the Board of Directors.

6.3.3. Outgoing Committee Chairs must submit a final written report within 60 days after leaving their positions.

## **Article VII—Dues, Collections, Receipt and Disbursement of Funds**

### *7.1. Dues*

7.1.1. Dues for the various categories of membership shall be established by a simple majority vote of the Board. This action can be rescinded by a three-fifths majority vote of those present and voting at the annual business meeting of the association. In this case the Board shall propose an alternate schedule of dues for approval by simple majority of those present and voting.

7.1.2. All profits and income will be used to promote AltaABA's mission and objectives. No dividends will be paid to members.

### *7.2. Collection*

7.2.1. Dues shall be payable in the time and manner prescribed by the Board and published to the membership at large at least six months prior to the due date.

7.2.2. Any member who has not paid his or her yearly dues shall not be allowed to vote on any matter presented to the members.

### *7.3. Receipt and Disbursement of Funds*



7.3.1. The Board shall receive all monies or properties transferred to it for the purposes of the not-for-profit membership organization (and as outlined in the Societies Act).

7.3.1.1. The receipt of funds may be accepted by the Board to receive money or property of any kind. If it is determined to be contrary to the expressed purpose of the organization, AltaABA shall determine how those funds are used, unless it is outlined in a written agreement.

7.3.1.2. AltaABA reserves the right to refuse any donation that is made with the intention that is contrary to the organization's mission and vision.

7.3.2. The Board shall hold, manage and disburse funds or properties received by it from any source in a manner that is consistent with the expressed purposes of the organization.

7.3.3. Board of directors may not receive compensation for their services rendered as an AltaABA Board member.

7.3.3.1. Board members may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity in which compensation is paid.

## **Article VIII—Amendments and Dissolution of the Organization**

8.1. The bylaws of the society shall not be rescinded, altered or added to except by "special resolution" of the society.

8.2. Dissolution of the organization can take place by the terms of a resolution made by the Annual General Meeting with the majority of 3/4 votes if at least 2/3 of its members are present.

8.3. If a resolution is made to dissolve the organization, the Annual General Meeting decides the manner in which the liquidation of assets will be conducted, if applicable.

