

By-Laws

Utah Association for Behavior Analysis A Utah Non-Profit Corporation

Article One Purpose and Office

Section 1.01 Purpose

This corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the following purposes:

- a. Support, facilitate, and advocate for the practice of behavior analysis;
- b. Encourage scientific activity related to behavior analysis;
- c. Provide professional development and training related to behavior analysis;
- d. Serve as a scientific and professional reference and networking group for Members;
- e. Disseminate information to promote mission of the organization to a wider audience; and
- f. Engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

Section 1.02 Principal Office

The nonprofit corporation's principal office in the State of Utah is:

509 North 470 East
Providence, Utah 84332

The Board of Directors may change the principal office in the State of Utah from time to time.

Section 1.03 Other Offices

The Board of Directors may establish branch or subordinate offices where the nonprofit corporation is qualified to conduct its activities.

Article Two Members and Member Meetings

Section 2.01 Membership Levels

Membership shall be open to all individuals interested in behavior analysis and/or engaged in research, teaching, and/or application of behavior analysis. UtABA shall have four levels of

Members: Full Members, Professional Members, Student Members, and Affiliate Members. The membership levels are described below:

1. **Full Members:**
 - A. Anyone certified as a BCBA or BCBA-D by the Behavior Analyst Certification Board (BACB) and must provide official documentation of BCBA or BCBA-D certification from the BACB; or
 - B. Individuals who are licensed or registered psychologists certified by the American Board of Professional Psychology in Behavioral and Cognitive Psychology who have tested in Applied Behavior Analysis, or
 - C. An approved instructor in a Verified Course Sequence, or
 - D. A person who holds a doctoral degree from an accredited higher education institution and has established a track record of meritorious contributions in behavior analysis and must provide a copy of their vitae for review by the UtABA Board.
2. **Professional Members:** Anyone certified as a BCaBA by the Behavior Analyst Certification Board or registered in the State of Utah by DOPL as a Registered Behavior Specialist (RBS) or Registered Assistant Behavior Specialist (RaBS). Must provide official documentation of BCaBA certification from the BACB or RBS or RaBS from the Utah Division of Occupational and Professional Licensing.
3. **Student Members:** Undergraduate or graduate students, residents or interns. Must provide official documentation of student status in order to be eligible for membership, this could include a letter from a sponsoring faculty member.
4. **Affiliate Members:** Anyone who has an interest in behavior analysis but does not meet the requirements of other membership types.

The Board of Directors may establish and modify the application and documentation required to verify applicant qualifications. The Secretary shall review membership applications to ensure that applicants meet the qualification requirements. If the applicant meets the qualification requirements, the applicant shall be granted membership. If there is a question regarding the acceptability of an application, the Board of Directors may request additional information and shall vote on the applicant for membership.

Section 2.02 Membership Term and Dues

A membership term will be for a calendar year (January to December). Members in good standing shall have fully paid dues for the current year. Membership dues shall be set by a vote of the Board of Directors. Student membership dues shall not exceed twenty-five (25%) of membership dues from Full Members.

Section 2.03 Expulsion

The Board of Directors, by two-thirds (2/3) majority vote, may suspend or expel any member for cause after appropriate notice and hearing. By a two-thirds (2/3) majority vote, the committee may also reinstate a former Member on such terms as it deems appropriate.

Section 2.04 Annual Member Meetings

- a. An Annual Meeting of Members shall be held annually for the purpose of electing Members of the Board of Directors or announcing the results of an election, and transacting such other business as may be presented to the Members.

- b. Notice of the time and place for each meeting shall be by regular or electronic mail to each Member, at their address as recorded in the membership records, and said mailing will be not less than thirty (30) days nor more than sixty (60) days prior to the date of the meeting.

Section 2.05 Special Meeting

- a. Special Meetings of the Members may be called at any time by a majority of the Board of Directors. It shall be the duty of the President to call Special Meetings whenever requested in writing by at least two-thirds (2/3) of the Full Members.
- b. A notice of any Special Meeting shall be sent by regular or electronic mail to each Member, at their address as recorded in the membership records, and said mailing will be not less than thirty (30) days nor more than sixty (60) days prior to the date of the meeting, and shall state the meeting date, time, place, and purpose.

Section 2.06 Quorum

One-eighth (1/8) of the Members shall constitute a quorum at the Annual and Special Meetings.

Article Three Board of Directors

Section 3.01 General Power

The Board of Directors will manage the nonprofit corporation's property and business affairs. The Board of Directors must act consistently with federal law, state law, the Articles of Incorporation, and the By-Laws.

Section 3.02 Number and Qualifications

The nonprofit corporation's authorized number of Directors is at least three (3) but not more than 10 Directors until changed by an amendment to these By-Laws by the Board of Directors.

The Board of Directors will fix the number of Directors; this number will comprise the entire Board of Directors. The Board of Directors shall be made up of at least the President, President-elect, Past-President, Secretary/Treasurer and two at-large Members. The Secretary/Treasurer position can be filled by two people if necessary. Not more than two Student representatives may also serve on the Board in a non-voting capacity. Unless otherwise specified in the resolution of the Board of Directors designating a committee, Committee Chairs will also serve on the Board in a non-voting capacity.

All Members of the Board of Directors except Student representatives must maintain UtABA membership as a Full or Professional Member and are encouraged to maintain membership in the Association for Behavior Analysis International and/or Association for Professional Behavior Analysts. Student representatives must maintain UtABA membership as a Student member.

Section 3.03 Selection and Term of Office

- a. Prior to the annual meeting, the Secretary shall solicit nominations for open positions on the Board of Directors from the Members. The notice shall clearly state the deadline for making a nomination.

- b. Full Members and Professional Members will elect all members of the Board of Directors, except Student representatives, by majority vote at each annual meeting of the Members, or by electronic ballot within 30 days of the annual meeting.
- c. Student members will elect Student representatives in the same manner as designated by the Board of Directors.
- d. All Members of the Board of Directors except Student members and committee Chairs shall be elected for staggered two-year terms. Student members and committee Chairs may be elected for one-year or two-year terms as designated by the Board of Directors in advance of the election. Voting may be in any format approved by the current Board of Directors including electronically.

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, if any vacancy is caused by death, resignation, or removal of a Director, the remaining Directors, by majority vote, will elect a successor to hold office for the remaining term of the Director whose place is vacant. The successor will serve as a Director until the next regular election of Directors.

If the number of Directors is increased as provided in the By-Laws, the current Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors.

No reduction in the authorized number of Directors will have the effect of removing any Director before the expiration of his or her term.

Section 3.05 Resignation

Subject to the provisions of Utah law, any Director may resign by giving written notice to the Secretary of the Board of Directors. The resignation will be effective when the Secretary receives the notice unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 3.06 Removal

A Director may be removed for cause by two-thirds (2/3) vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least ten (10) days before the meeting.

Section 3.07 Compensation of Directors

No stated salaries will be paid to the Directors for their services, but each Director is entitled to receive reimbursement from the nonprofit corporation for any expenses incurred for attending any annual, regular, or special meeting of the Board of Directors.

A fixed sum, established by resolution of the Board of Directors, may be allowed for attendance at each annual, regular, or special meeting of the Board of Directors and the nonprofit corporation will pay this fixed sum whether or not a meeting is adjourned because the meeting lacks a quorum.

Nothing in this Section precludes any Director from serving the nonprofit corporation in any other capacity and receiving compensation for his or her service in that capacity.

Article Four

Meetings of the Board of Directors

Section 4.01 Regular Meetings

Regular meetings of the Board of Directors shall be scheduled and held at such time and place as may be determined by the Members of the Board.

Section 4.02 Special Meetings

Special meetings of the Board of Directors may be called by the President or called by the President at the direction of not less than two (2) Directors, or as otherwise provided by law. The Director may only transact the specific corporate business announced in the notice for the special meeting.

Section 4.03 Notice of Meetings

Except as may be otherwise specifically provided in the By-Laws, the President or Secretary must give written notice of each regular or special meeting to all Directors by regular or electronic mail at their address as shown by the nonprofit corporation's records. Notice must be given no fewer than thirty (30) days, nor more than sixty (60) days prior to the meeting. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting constitutes a waiver of notice, except if a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 4.04 Quorum

At all meetings of the Board of Directors there shall be present at least fifty-one percent (51%) of the Board membership in attendance, to constitute a quorum.

Section 4.05 Meetings by Technology

Any annual, regular, or special meeting of the Directors may be held using technology (e.g., video conferencing), if all Directors participating in the meeting can effectively communicate with one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 4.06 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing (e.g., electronic vote by email) to any action taken by the nonprofit corporation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.07 Required Vote

Except as may be provided otherwise in the By-Laws or the Articles of Incorporation, the action of a majority at a meeting at which a quorum is present is the action of the Board of Directors.

Article Five

Officers

Section 5.01 Election and Tenure

The officers of the nonprofit corporation are the President, President-elect, Past-President, Secretary, Treasurer and two At-Large Members.

Full and professional members will elect the President-elect at each annual meeting of the Members. The Secretary and Treasurer will be elected at every other annual meeting of the Members. All of the officers shall be Members of the Board of Directors. The Secretary, Treasurer, and At-Large Members shall serve two-year terms. The President-elect shall serve one year as President-elect, one year as President, and one year as Past-President.

Student members will elect the Student Representatives at every other annual meeting of the Members. The Student Representatives shall serve two-year terms, unless otherwise specified by the Board of Directors at the time of election.

The same person may not hold any two or more of the offices except the offices of Secretary and Treasurer which may be held by one person. Any member of the Board could also serve as a committee chair, as needed.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors.

Section 5.02 Powers and Duties of the President

The President is the nonprofit corporation's principal executive officer and has general charge and control over all of the nonprofit corporation's business affairs and properties. The President shall preside at all meetings of the Board of Directors. The President is responsible for presiding over the Annual Business Meeting and making appropriate conference arrangements. The President may appoint a Conference Program Chair to assist with scholarly content of the annual conference.

The President may execute all authorized bonds, contracts or other obligations in the name of the nonprofit corporation. Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the President has all powers and authority otherwise permitted the president of a nonprofit corporation under Utah law. The President is an *ex-officio* member of all the standing committees and will perform any other duties assigned from time to time by the Board of Directors.

If the office of Secretary/Treasurer is vacant and no successor is designated, the President will also have the duties and powers of the Secretary/Treasurer as provided in Section 5.04 and 5.05.

Section 5.03 Powers and Duties of the President-Elect

The President Elect shall support activities related to the professional practice of behavior analysis.

In case of the absence or disability of the President, the President-elect will perform the President's duties and be subject to all restrictions and powers of the President.

Section 5.04 Powers and Duties of the Secretary

The Secretary shall:

give notice of all meetings of Members or Board of Directors and all other notices required by law, the Articles of Incorporation or by the By-Laws;

keep minutes of the meetings in books provided for that purpose;

conduct elections;

maintain all records;

Perform all other duties that may be assigned to them from time to time by the Directors or the President.

Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the Secretary has all powers and authority otherwise permitted the Secretary of a nonprofit corporation under Utah law.

Section 5.05 Powers and Duties of the Treasurer

The Treasurer shall:

have custody of all the funds and securities of the nonprofit corporation;

keep full and accurate account of receipts and disbursements in books belonging to the nonprofit corporation;

deposit all moneys and other valuables in the nonprofit corporation's name and credit in those depositories as the Board of Directors may designate from time to time;

disburse the funds of the nonprofit corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements;

furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the nonprofit corporation's financial condition; and

furnish to the Board of Directors a written report of the nonprofit corporation's activities, receipts and disbursements during the tax year.

Unless otherwise specifically limited by the Articles of Incorporation and these By-Laws, the Treasurer has all powers and authority otherwise permitted the treasurer of a nonprofit corporation under Utah law.

Article Six Committees

Section 6.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. The Committee Chair is designated in one of the following ways:

1. The current committee chair or a UtABA Board Member nominates a current committee member who is actively involved in the committee and exhibits leadership potential. The Board of Directors, by majority vote, approves the nominee as Committee Chair;
2. The current committee chair or a UtABA Board Member nominates a current UtABA member

who is interested in having an active role in UtABA and exhibits leadership potential. The Board of Directors, by majority vote, approves the nominee as Committee Chair;

3. A call for nominations is made to the general membership and the Board of Directors votes on the submissions; or
4. A call for nominations is made to the general membership and the general membership votes on nominees.

Each committee must consist of at least one (1) Director and/or Committee Chair that acts as the liaison to the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual Members by law.

Section 6.02 Term of Office

Each committee Member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the Member is removed or resigns from the committee.

A committee member shall be terminated from a committee if they fail to participate in at least 30% of committee meetings. Committee meetings shall be arranged at a time convenient for most committee members. Notice of the time and place for each meeting shall be by regular or electronic mail to each committee member or included as part of a reoccurring meeting, at their address as recorded in the membership records, and said mailing will be not less than thirty (30) days nor more than sixty (60) days prior to the date of the meeting.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee Member will serve at the pleasure of the Board of Directors.

Section 6.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, the following are the criteria for selection of a committee Chair:

- the committee Chair will be elected by majority vote of the Board of Directors,
- nominees for a committee Chair must have actively participated in a committee for at least one year or must have served as a Board member for the Association for at least one year prior to being nominated as a committee Chair. Nominees that do not meet these criteria must submit a letter to the Board of Directors requesting consideration and outlining their experience and credentials, as well as three letters of reference by Full or Professional Members of the Association. The Board of Directors will review the applicant's submission and accept or reject their nomination by majority vote.

Section 6.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 6.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, two-thirds (2/3) of committee Members constitutes a quorum to transact business at all committee meetings.

Section 6.06 Rules

Each committee may adopt rules for its own governance consistent with the Articles of Incorporation and the By-Laws.

**Article Seven
Liability and Indemnification**

No Director or officer of the nonprofit corporation will be personally liable for the payment of the nonprofit corporation's debts and liabilities except as any Director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the nonprofit corporation's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(6).

Subject to the previous paragraph, the nonprofit corporation shall indemnify every Director or officer and his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her-as well as any amount paid upon judgment-in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a Director or officer of the nonprofit corporation.

This indemnification is being given since the Directors will be requested to act by the nonprofit corporation for the nonprofit corporation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

**Article Eight
Corporate Seal**

The nonprofit corporation will not have a seal. If a seal is required for any corporate transactions, the words *Corporate Seal* followed by the signature of one or more officers on behalf of the nonprofit corporation shall constitute a proper affixing of the seal.

**Article Nine
Financial Matters**

Section 9.01 Delegation by Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or to sign and deliver any instruments in the name of the nonprofit corporation. The authority granted

by the Board of Directors may be general or confined to specific instances.

Section 9.02 Deposits

All nonprofit corporation funds will be deposited to the credit of the nonprofit corporation at those banks, trust companies or other depositories selected by the Board of Directors. But the Board of Directors may authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the nonprofit corporation will be deposited.

Section 9.03 Checks and Drafts

All checks, drafts and other orders for payments of money, notes, or other evidences of indebtedness by the nonprofit corporation must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors.

Section 9.04 Loans

The nonprofit corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The nonprofit corporation will not make any loans to its Directors or officers.

Section 9.05 Investments

The nonprofit corporation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, to produce income and capital gains, and to achieve long-term growth of the nonprofit corporation's assets.

Section 9.06 Expenses

The Board of Directors will pay all expenses of the nonprofit corporation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the nonprofit corporation.

Article Ten Miscellaneous Provisions

Section 10.01 Fiscal Year

The fiscal year of the nonprofit corporation shall end on the last day of December.

Section 10.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word or when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 10.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within the By-Laws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of this agreement.

Section 10.04 Notices

Unless otherwise stated, whenever these By-Laws call for notice, the notice must be in writing and must be personally delivered with proof of delivery, or delivered by electronic transmission or regular mail, to the last known address of the party requiring notice. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice is effective on the date it would normally have been received. If notice is required to be given to a minor or incapacitated individual, notice must be given to the parent or legal representative of the minor or incapacitated individual. An "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 10.05 Waiver of Notices

Whenever any notice is required to be given under federal law, state law or, the Articles of Incorporation and the By-Laws, a written waiver of the notice signed by the person or persons entitled to the notice before or after the time stated in the notice, will be treated as the equivalent to receipt of the required notice.

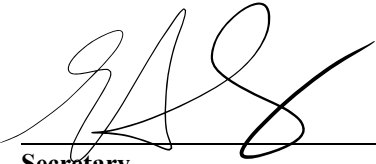
Section 10.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Utah are to the laws of the State of Utah as now in force or later amended.

**Article Eleven
Amendments**

The Board of Directors may amend, alter, or repeal the By-Laws or any specific provision of the By-Laws, and may from time to time make additional By-Laws.

I, Emmylou Santos, as Secretary of the Utah Association for Behavior Analysis, a Utah Corporation, hereby certify that the foregoing constitute the By-Laws of this corporation as adopted and in full force and effect on this 22nd day of March 2021.



Secretary