

BYLAWS OF THE NEW YORK STATE  
ASSOCIATION FOR  
BEHAVIOR ANALYSIS, Inc.

Adopted January, 2000  
Amended October, 2001  
Amended November, 2003  
Amended November, 2007

Article I - Name and Office

Section 1.1 Name

The name of this corporation shall be the New York State Association for Behavior Analysis, Inc. (also known as NYSABA).

Section 1.2 Office

The office location of this corporation is:  
Mailing address:

NYSABA, Inc.  
119 Washington Avenue, Suite 300  
Albany, NY 12210

Phone: (518) 694-4288

Website: [www.NYSABA.org](http://www.NYSABA.org)

Article II - Purpose

Section 2.1

The purpose of the corporation shall be to promote the analytical science of behavior and its associated technologies within the State of New York.

- a. Serve as a scientific and professional network and reference group for all in the State of New York who identify themselves as scientists or practitioners in disciplines which embrace the principles and practices of behavior analysis.

- b. Promote research that will advance understanding of behavioral processes.
- c. Identify and promote the use of effective and humane behavioral procedures in meeting the educational and habilitative needs of people within the State of New York. Advise political, legislative, and policy-making bodies with respect to all matters pertaining to behavior analysis in the State of New York.
- e. Organize and sponsor an annual conference that shall serve as a forum for presentation of scientific, technological, and applied achievements as well as for the discussion of the affairs of the corporation.
- f. Publish and distribute an official Newsletter devoted to dissemination of scientific, technological, and applied achievements within the scope of behavior analysis and to matters of interest to the membership.
- g. Work to support and develop quality standards for the practice of behavior analysis.

### Article III - Membership

#### Section 3.1 Categories of Membership

Membership is open to all persons interested in or actively engaged in teaching, research, and/or application of the principles and procedures of behavior analysis. Membership is not restricted to residents of the State of New York. Membership shall be in one of three classes.

- a. A Full Member shall be a Board Certified Behavior Analyst (BCBA) or a Board Certified Associate Behavior Analyst (BCABA), or possess the minimum of a master's degree in psychology, behavior analysis, education, or a related discipline. Full members shall have a professional commitment that includes teaching, research, or practice in behavior analysis.—Anyone not meeting the qualifications stated in this Article (Section 3.1.a.), may petition for Full Member status by submitting all pertinent information concerning education, training and experience, to the NYSABA Membership Committee.

b. An Affiliate Member is anyone interested in the discipline of behavior analysis, but who does not meet the requirements for Full Membership. Affiliate members enjoy all benefits of full membership except for the right to vote in general elections and the right to be an officer in NYSABA. An affiliate member appointed to the Board as a Consumer Representative will be granted the right to vote on any matter that comes before the Board.

c. A Student Member is any individual currently enrolled on a full time basis in a graduate or undergraduate program and who has taken at least one course in Applied Behavior Analysis. Student members may neither vote nor hold office (i.e., Officers or Committee Chairs) in NYSABA.

### Section 3.2 Active Membership

To be classified as an active member, an individual must have paid his/her dues in full by the assigned due date.

### Section 3.3 Voting

Full members who are active members (i.e., who have paid their annual dues in full) are eligible to vote in elections or on other matters before NYSABA. Each active Full member shall be entitled to one vote on all matters brought before NYSABA. There shall be no proxy voting.

### Section 3.4 Application for Membership

Persons desiring to apply for membership in the New York State Association for Behavior Analysis, Inc. shall submit a completed application form and any application membership dues to NYSABA, together with supporting documentation as may be required by the Board of Directors

## Article IV - Executive Committee

### Section 4.1 Officers

The four elected officers and one appointed Treasurer of the Corporation constitute the Executive Committee of the Board of Directors. Elected officers include the President, President-Elect, Past President, and Secretary. All officers shall be full and active members of NYSABA at least one year prior to nomination, and live or work in New York State.

### Section 4.2 Terms of Office

The term of office of the President shall be two consecutive years to commence at the conclusion of the calendar year presided over by the current President who shall then assume the office of Past President.

The Present and Past President shall not be eligible for nomination for the office of President-Elect.

The Secretary shall be elected for a two-year term and shall not be restricted as to succession.

The Treasurer is appointed by the Board of Directors and serves a one-year term that shall not be restricted as to succession.

#### Section 4.3 Duties

The duties of the Officers shall be as specified in the bylaws. All offices are voluntary positions. Expenses for travel, time from work, and involvement at the annual conference are not reimbursed.

#### Section 4.4 Replacement

In the event of death, incapacity, or resignation of any of these officers, the Board of Directors shall, by majority vote, appoint a successor to serve until the next election by the general membership of the NYSABA Corporation.

#### Section 4.5 Non-Inurement Provision

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the corporation.

### Article V - Board of Directors

#### Section 5.1 Composition

There shall be a Board of Directors consisting of not less than eleven (11), nor more than eighteen (18), and including the elected offices of President, President-Elect, Past President, Secretary, Consumer Representative, Representatives at Large, and the appointed Treasurer and Standing Committee Chairpersons. The Board of Directors is authorized to appoint additional

Directors to serve as Standing Committee Chairs as it determines is necessary to effectively conduct the affairs of the association. The five officers constituting the Executive Committee are empowered to make decisions requiring a timely response on behalf of the full Board of Directors during periods between Board meetings except those matters that cannot be delegated according to the New York State Not-for-Profit Law (NFPCL 712): (1) the submission to members of any action requiring member's approval under NFPCL 712, (2) the filling of vacancies in the Board of Directors or in any committee, (3) the fixing of compensation of the Directors for serving on the board or on any committee, (4) the amendment or repeal of the bylaws or the adoption of new bylaws, (5) the amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

## Section 5.2 Roles and Responsibilities of the Board of Directors

Except as specifically provided in NYSABA's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of NYSABA's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of NYSABA which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

All members of the Board of Directors are required to attend Board of Directors' meetings each year and the General Membership meeting held at the Annual NYSABA Conference. In addition, they will serve on standing or ad hoc committees of NYSABA.

### a. President

Serves as an officer and a voting member on the Board of Directors and ensures that the business of the Association is completed by presiding over the Board of Directors meetings and providing leadership to advance the goals of the association. The president shall be elected to hold office for a two-year term and succeeds to the office of Past President at the end of the second calendar year.

If the President is unable to preside over an Executive Committee meeting, that responsibility shall fall to the Past President. If he or she is unable to preside, the President-Elect shall assume the responsibility.

b. President-Elect

Serves as an officer and a voting member on the Board of Directors for two calendar years, succeeds to the office of President of NYSABA at the end of the second calendar year, serves as president for two consecutive years, and then to Past President for consecutive two years. He or she is to be oriented/aware of NYSABA's proceedings in order to establish continuity from year to year.

c. Past President

Serves as an officer and a voting member on the Board of Directors. The Past President holds office for two consecutive years, and completes his or her term when the new Past President succeeds to this office.

d. Secretary

Serves as an officer and a voting member on the Board of Directors and is responsible for all record keeping activities for the Corporation; with the term of two consecutive years.

e. Appointed Treasurer

Serves as an officer and a voting member on the Board of Directors and is responsible for all financial activities for the Corporation, for the term of one year, but not restricted as to succession.

f. Representatives at Large

Serves as a voting member of the Board of Directors and helps to shape all aspects (e.g., bylaws, annual conference, legislative issues, certification) of the Corporation. The Representatives at Large are elected by the general membership and serve a two-year term.

g. Consumer Representative

Serves as a voting member of the Board of Directors, and is a Full or Affiliate and active member who represents the views of consumers and helps to shape executive decisions. The Consumer Representative is elected by the general membership and serves a two-year term.

h. Standing Committee Chairs

The elected members of the Board of Directors at its first meeting following annual elections appoint a Treasurer and Standing Committee Chairs. Standing Committee Chairs are voting members of the Board of Directors and serve a two-year term. The Board of Directors is authorized to appoint Standing Committee chairs as necessary to effectively conduct the affairs of the association.

### Section 5.3 Meetings

The Board of Directors shall have at least one annual meeting. It shall meet at such other times and locations, as may be deemed necessary by the President. A meeting of the Board of Directors may also be called by action of three members of the Executive Committee who shall notify the remaining members of the Board at least two weeks in advance of the proposed meeting.

Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, facsimile machine or national overnight delivery service to each member of the Board of Directors not less than forty-eight hours prior to the meeting and if by telephone or facsimile machine, confirmed in writing before or after the meeting. Notice may also be sent by first class mail to a member of the Board of Directors at least four days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting, prior thereto or at its commencement, any lack of notice.

### Section 5.4 Quorum

For purposes of transacting business of the Corporation, a quorum shall consist of at least a three-fifths majority of the total number of members on the Board of Directors then in office.

The vote of a majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless law requires a greater vote, by the Articles of Incorporation or by these Bylaws. Each Board of Directors member present shall have one vote.

### Section 5.5. Removal and Replacement

Members of the Board of Directors who fail to maintain active membership in the Corporation or active participation in Board activities are subject to removal by a majority of a quorum of the Board of Directors. A tie-vote shall be construed as affirmation for removal.

Any member of the Board of Directors may be removed at any time, with or without cause, by a vote of a majority of Full members present at a general membership meeting convened by the Board of Directors. Positions vacated for any reason shall be replaced by majority vote of the remaining members, such successors to serve until elections occur for officers in the next calendar year.

## Article VI - Nominations and Elections

### Section 6.1 Nominations

Each year, the Past President shall mail to all Voting Members (active, full members) a nomination ballot for President-Elect and any other Board of Directors positions that will be vacated in the up-coming calendar year. For each office that appears on the nomination ballot, each Voting Member may propose two names and may nominate the same person for more than one office. Completed nomination ballots may be returned by personal delivery, mail or by electronic mail (E-mail).

The President and/or an assistant designated by the President shall count the ballots and notify the Past President of the names of the Voting Members who have received the largest number of votes for each office. Nominations for a person to fill a position must be made by at least two people.

From the list, the Past President shall ask the persons receiving the largest number of nominations for each office if they are willing to stand for election, and proceed through the list in order of vote count until at least two candidates for each office are obtained. If two candidates cannot be obtained, a write-in option will be provided on that ballot.

No one may hold two voting positions at the same time; if a Voting Member receives enough nominations for more than one office, the Past President shall request the person to select one office for candidacy.

### Section 6.2. Elections

After the list of candidates has been determined, the Past President shall mail to all Voting Members an election ballot on which the names of the candidates for each office are listed in alphabetical order with a brief biographical description of each nominee and instructions to vote for one candidate for each office. Completed election ballots may be returned by personal delivery, mail or by electronic mail (E-mail).

The President and/or an assistant designated by the President shall count the ballots. The winner in each election shall be determined by plurality vote and shall be declared elected. In the event of a tie, the Board of Directors will, by a majority vote, determine the winner.

The President and/or an assistant designated by the President shall first notify all of the election candidates of the results and then the membership at large.

### Section 6.3 Terms

The terms of office will correspond with the calendar year, beginning on January 1st, and ending on December 31st; or until there are newly elected officers.

#### Article VII - Meetings

##### Section 7.1 General Membership Meeting

There shall be at least one General Membership meeting of the Corporation. This meeting shall be held in conjunction with the Annual NYSABA Conference except in the event of no Annual Conference in which case, the meeting shall be held as designated by the Board of Directors. Notice of the General Membership meeting of the Corporation shall appear in the NYSABA Newsletter or annual conference brochure, which shall be provided to voting members either personally or by mail, or by a separate notice given personally or by mail. If given personally or by first class mail it shall be given no less than ten, nor more than fifty days before the meeting date. If notice is mailed by any other class of mail, it shall be given not less than 30 nor more than 60 days before the meeting date. The Secretary, or an active full member designated by the President, shall record all of the proceedings at the General Membership meeting.

##### Section 7.2 Quorum

A quorum at the General Membership meeting shall consist of members present.

#### Article VIII - Committees

##### Section 8.1 Committees

The Committees of the Corporation shall consist of such Standing Committees as may be provided by these bylaws or such other ad hoc committees established by a vote of the Board of Directors. Each committee shall consist of one chairperson and two additional Directors appointed by the Board of Directors. The Chairperson of each committee can appoint additional non-voting participants to the committee from the membership of the association and with the advice and consent of the Board of Directors. With the exception of the Chairperson, membership on committees is not limited by category of membership. The Chairperson of each committee shall serve a one-year term that shall be renewable without limit by the Board of Directors.

##### Section 8.2 Membership Committee

The responsibilities of the Membership Committee shall be as follows:

- a. Organize and maintain the membership records and/or

database, and ensure that records are managed by individuals who are designated to do so by the Chairperson and/or the Officers of the Board of Directors.

b. Identify the active membership and full/affiliate/student membership categories for purposes of the corporation (e.g., elections and mailings).

### Section 8.3 Education and Certification Committee

The Education and Certification Committee shall consist of the Chairperson, Treasurer, and at least one additional member, appointed by the Board of Directors

The primary duty of the Education Committee shall be the organization and management of the certification process and continuing education units of certified behavior analysts and associate behavior analysts. These actions will be monitored by the Chairperson, and only conducted by individuals who are designated to do so by the chairperson and/or the officers of the NYSABA Board of Directors.

### Section 8.4 Newsletter/Public Relations Committee

The Public Relations Committee shall consist of the Chairperson, Secretary, and at least one additional member appointed by the Board of Directors. The duties of the Public Relations Committee are as follows:

a. to maintain the business functions of the association including the website, business correspondence, organizational archives, and logo and product development.

b. to edit, publish and distribute materials relevant to the association (e.g., NYSABA Newsletter, Annual Conference brochure).

c. to solicit nominations for NYSABA awards to collaborate with the conference committee about potential vendors at the annual conference.

These actions will be monitored by the Chairperson, and only conducted by individuals who are designated to do so by the Chairperson and/or the officers of the Board of Directors.

### Section 8.5 Legislative Committee

The duties of the Legislative Committee shall be to monitor NYSABA's incorporation status; update the Board of Directors on new or pending legislation in the field; ensure dissemination of information to key stakeholders (e.g., parent groups, advocacy groups, etc.); and advise political, legislative and policy-making bodies on matters pertaining to ABA, and related fields.

## Section 8.6 Conference Committee

The duties of the Conference Committee shall be to organize all activities of the Annual NYSABA Conference and any other conferences that NYSABA offers. These activities will be monitored by the Chairperson, and only operated by individuals who are designated to do so by the chairperson and/or the officers of the NYSABA Board of Directors. The Chairperson of the Conference Committee will seek the approval of the Board of Directors for the general content, speakers, location and cost of the conference.

## Article IX - Dues

### Section 9.1 Dues

Dues for the various categories of membership shall be established by a three-fifths majority vote of the Board of Directors. This action can be rescinded by a three-fifths majority vote of those present and voting at the General Membership meeting of the corporation in which event the Board of Directors shall propose an alternate schedule of dues for approval by simple majority of those present and voting.

### Section 9.2 Collection

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

### Section 9.3 Arrears

Any member who shall have failed to remit annual dues within eight months after such payment is due, will, thereafter, be declared in arrears. That member shall be subject to suspension of privileges of membership in the Corporation, including, but not limited to, receipt of the NYSABA Newsletter and eligibility for nomination or election to the Board of Directors. Membership status will be suspended and as such no voting privileges granted until membership is reinstated.

### Section 9.4 Suspension

Any member whose dues remain unpaid shall automatically be suspended and removed from membership in NYSABA. Thereafter, reinstatement shall be conditional upon: (A) payment of annual dues, and (B) favorable action by the Membership Committee on a completed application for membership.

## Article X - Dissolution Provision

### Section 10.1

In the event of dissolution, all of the remaining, assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(6) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for public purpose.

## Article XI - Indemnification of Officers, Board of Directors, Members and Agents

### Section 11.1

The New York Association for Behavior Analysis (NYSABA) agrees to indemnify and to defend to the fullest extent permitted by law any individual (a) who serves or has served as a member of the Board of Directors, (b) who is or has been an elected officer, or (c) to whom the Board of Directors has delegated duties or responsibilities, against any liabilities, damages, costs and expenses (including, but not limited to, attorneys' fees and amounts paid in settlement of any claims approved by the Board of Directors) occasioned by any act or omission to act in connection with the organization, if such act or omission to act is in good faith.

## Article XII - Amendments

### Section 12.1

This Constitution and Bylaws may be amended only by two-thirds vote of the members present and voting at the time of the General Membership meeting of NYSABA. Amendments may originate either by simple majority vote of the Board of Directors or by introduction from the floor at the General Membership meeting. In the latter event, the proposed amendment shall have first been endorsed by a petition bearing the signatures of at least one third of the full and active (voting) members. In the event of such petition reaching the floor, the Presiding Officer shall declare the meeting in recess for the purpose of validating the signatures. The presiding Officer shall then reconvene the meeting, announce the result of the validation process, and dispose of the issue immediately. The meeting will then resume in accordance with the result of the Amendment vote.

Enabling Action

The members of the New York State Association for Behavior Analysis, Inc. approved these bylaws at its general meeting held in Saratoga Springs, New York on October 4, 2001.

11-2-07