

Bylaws of the Texas Association for Behavior Analysis

ARTICLE I: NAME

- I. The name of this organization will be the TEXAS ASSOCIATION FOR BEHAVIOR ANALYSIS, with the option of the subtitle: A Regional Organization. It will be represented by the initials TxABA.

ARTICLE II: PURPOSE

- I. The purposes for which TxABA is organized are to perform charitable and educational activities within the meaning of Internal Revenue Code Section 501(c)(3) and applicable Texas tax codes. Specifically, TxABA is organized to promote the advancement of behavior analysis as a science and as a profession by all means permitted by the bylaws. TxABA activities shall include:
 - a. Serving as a scientific and professional reference and networking group for its members.
 - b. Disseminating information to promote its mission to a wider audience.
 - c. Organizing an annual business meeting to provide a forum for discussion of the affairs of the chapter.
- II. No part of the net earnings of TxABA shall inure to the benefit of any Council member, officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for TxABA affecting one or more of its purposes), and no Council member or officer of TxABA, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of TxABA. No substantial part of the activities of TxABA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TxABA shall not participate in or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.



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- III. Notwithstanding any other provision of these Bylaws, TxABA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.
- IV. Upon dissolution of TxABA or the winding up of its affairs, the assets of TxABA shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III: MEMBERSHIP

- I. TxABA will consist of two classes of members, voting and non-voting, and categories in each class may be established by the TxABA Executive Council (“EC” or “Council”). Members of both classes are entitled to the rights and privileges of TxABA, as are appropriate for their membership category. Voting members of TxABA are entitled to vote for EC officers.
- II. An applicant for voting membership status must be a legal resident of Texas or be gainfully employed in Texas. The applicant must also meet at least one of the following qualifications:
 - a. Be a voting member of the Association for Behavior Analysis International (ABAI)
 - b. Be a Board Certified Behavior Analyst (BCBA or BCBA-D) or Board Certified Assistant Behavior Analyst (BCaBA)
 - c. Be a Licensed Behavior Analyst (LBA) or Licensed Assistant Behavior Analyst (LaBA) in Texas
 - d. Hold a master’s or PhD degree with a full-time professional commitment to behavior analysis as determined by the TxABA EC or a Council-appointed representative
- III. There will be a category of non-voting members designated as “Affiliates” who will have such privileges as granted by Council. Anyone may be an Affiliate member of TxABA.
- IV. There will be a category of non-voting members designated as “Students” who will have such privileges as may be granted by Council. Applications for student status must be accompanied by proof of full-time enrollment in an academic, internship, or residency program.



- V. There will be a category of non-voting members designated as “Behavior Technician” who will have such privileges as may be granted by Council. Members of this category must be certified as a Registered Behavior Technician (RBT).

ARTICLE IV: OFFICERS

- I. The TxABA EC (i.e., governing body) will consist of voting officers and non-voting representatives. All officers will be voting members of TxABA. Voting officers include the President-Elect, President, Past President, at least three At-Large Representatives, and the Senior Student Representative. The President will be a current full member of the Association for Behavior Analysis International (ABAI). Non-voting representatives include the Executive Director, the Secretary-Treasurer, and the Junior Student Representative.
- II. To serve on the TxABA EC, an individual must be a Texas resident and must meet at least one of the following qualifications:
- a. Be a full member of ABAI
 - b. Be a Licensed Behavior Analyst (LBA) in Texas
 - c. Hold a master’s or PhD degree with a professional commitment to behavior analysis
- Those that qualify by virtue of holding a BCBA or a master’s degree must have held the certification or degree for a minimum of 3 years. Those that qualify by virtue of holding a BCBA-D or Ph.D. must have held the certification or degree for a minimum of 1 year.
- III. The TxABA Council will serve as the governing body of TxABA and will conduct its business at meetings or by correspondence, and report its actions, or request the membership to take action, at the Annual Business Meeting.
- IV. To serve as President or President-Elect of TxABA, an individual must be a Texas resident and meet all three of the following requirements:
- a. Be a full member of ABAI
 - b. Previously have served on EC as a council member for a minimum of two years
 - c. Meet one of the two requirements:
 - i. Be a Licensed Behavior Analyst (LBA) in Texas
 - ii. Hold a master’s or PhD degree with a professional commitment to Behavior Analysis



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- V. An elected President will serve for four years with one year as President-Elect, two years as President, and one year as Past President. Each Council Member will serve a three-year term. Each year, one Council Member's office will expire, and a new Council Member will be elected. Newly elected officers shall assume office on May 1 following their election.
- VI. The President may present a Presidential Address on one year of their term at the Annual Conference. The President will preside at all TxABA Council Meetings and the Annual Business Meeting, count nominations and election ballots, as well as the ballots in any referenda submitted to the voting membership, and exercise general supervision over the affairs of TxABA.
- VII. If the President is unable to preside over a meeting, that responsibility will fall to the Past President or President-Elect. If he or she is unable to preside, the Executive Director will assume the responsibility.
- VIII. The Secretary-Treasurer will record minutes at meetings and distribute them to TxABA Council following each meeting.
- IX. The Executive Director will keep the records of TxABA and the TxABA Council; conduct official correspondence; receive applications for membership (and give notice of all inductions into membership). The Secretary-Treasurer will have the responsibility for all funds of TxABA and will have authority to disburse these funds for purposes authorized by the TxABA Council. The Secretary-Treasurer will keep a record of all money received and all disbursements made and submit an annual report of the financial status of TxABA to the membership at the Annual Business Meeting.
- X. The Council, by majority vote, may appoint or remove an Executive Director or Treasurer. The Executive Director and the Secretary-Treasurer serve at the pleasure of the Council.
- XI. There will be two representatives to Council who will be Student members. Each year at the same time, student members will elect one Student Representative to the Council for a two-year period term beginning on May 1 following the conference. The Student Representative in the first year of their term will be designated the Junior Student Representative. The Student Representative in the second year of their term will be designated the Senior Student Representative. The Senior Student Representative will be a voting officer to the council, and the Junior Representative will be a non-voting representative to the council.



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- XII. If any Officer, because of death, resignation, or other reason, cannot perform the duties of the office, the TxABA Council will be empowered to fill the vacancy by any method, which in its judgment will best reflect the goals and purposes of the Association.
- XIII. EC members may serve up to three consecutive terms in the same role. The President may not serve more than one term consecutively as President. The President may serve multiple terms, but none of those terms may occur consecutively.
- XIV. TxABA may indemnify and advance reasonable expenses to any Council member, officer, employee, or agent of TxABA who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of TxABA) to the fullest extent required or permitted by the Texas Business Organizations Code or any other applicable laws as may from time to time be in effect, subject to the restrictions, if any, contained in TxABA's Certificate of Formation. Indemnification may be against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of TxABA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. TxABA shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by the Texas Business Organizations Code or any other applicable laws as may from time to time be in effect.
- XV. All TxABA EC members, staff, and volunteers are required to follow any policies and procedures and said policies and procedures should be made available and easily accessible to said individuals.
- XVI. Any Council member or Officer may be removed with cause, at any time, by a two-thirds of the Council (not including the individual to be removed), at a Regular or Special Meeting called for that purpose. Any Council member or Officer under consideration of removal must first be notified about the consideration by written notice at least five business days prior to the meeting at which the vote takes place. The Council must take the specifics of the individual's circumstances into consideration when making this determination. Additionally, the council must follow due process as outlined in the council policies and procedures.



ARTICLE V: ELECTIONS

- I. The Executive Director will provide—physically or electronically—a Call for Nominations form to all current Voting Members for President-Elect and/or for the Council Members necessary to fill all vacant voting officer roles on the TxABA Executive Council. At the same time, the Executive Director will provide—physically or electronically—all current Student Members a Call for Nominations form for Junior Student Representative. For each officer role that appears on the nominating form, each Voting Member and each Student Member may propose up to two names and may nominate the same person for only one office. Candidates for Student Representative must be graduate students in good standing studying behavior analysis and have at least one more year in their academic program at the start of their term.
 - a. The Executive Director will count the ballots and compile a list of the names of the Voting Members who have received the highest number of nominations for each office.
 - b. From the list, the Executive Leadership Committee (ELC) will review nominations to ensure that the existing needs of Executive Council are met and that the candidates to appear on the ballot meet qualifications for office. President will ask those nominees scoring highest based on the EC’s needs, nominees’ qualifications, and those receiving the highest number of nominations for each office if they are willing to stand for election and will proceed through the list in the order of nominee score until at least two candidates for each office have been obtained. No one may hold two offices at the same time, so if a Voting Member received enough nomination votes for two offices, the President will request that the individual choose the office for which he or she wishes to be a candidate.
 - c. If, after completing the initial process, only one candidate is willing to stand for election, the candidates’ name will be put forth on the ballot for Voting Members to rate as “acceptable” or “unacceptable” to hold the office. Candidates must receive a majority of “acceptable” votes to hold the office.
 - d. After the list of candidates has been determined, the Executive Director will email all Voting Members, whose membership dues are paid, a ballot for all matters to be voted upon, together with a statement on which the names of the candidates for each office are listed in alphabetical order with a brief biographical description of each nominee. The EC may also opt to make a secure online ballot available.



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- e. If no candidates are willing to stand for election, or if a candidate does not receive a majority “acceptable” vote if they are the only candidate on the ballot, then the Executive Council will identify and elect an individual to serve in that position by majority vote.
- II. The Junior Student Representative will be nominated and voted on via the same process used for the President-Elect and Council members and concurrently with the voting for the President-Elect and Council members. The Junior Student Representative will appear on a ballot provided only to paid Student Members of TxABA. The winner will be a Student Member who has obtained a plurality of the vote.
- III. The call for nominations shall occur prior to the annual conference (or, if no annual conference is held, in the spring). The nomination period shall close at least two weeks prior to the conference so that candidates may be announced at the conference. The voting period shall be open for at least two (2) weeks following the date on which the ED sends a ballot or notice of an online ballot in accordance with paragraph I(d) of this Article. The ED shall indicate in the notice when votes will close.

ARTICLE VI: MEETINGS

- I. The Council will meet at least twice a year, with one meeting occurring at the Annual Conference. Other meeting times and locations will be determined by Council.
- II. An Annual Business Meeting will be held to coincide with the Annual Conference. The Annual Business Meeting shall be open to all Members. The Council will hold a Council meeting within 10 business days following the Annual Business Meeting which shall be a closed meeting, with only the EC in attendance.
- III. The Annual Conference will be held once per year at a time determined by Council.
- IV. The presence of a majority of the total number of members on the Executive Council, which will include either the President-Elect, President, or Past President, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Council Members present may reschedule the meeting for another date. Notice of the rescheduled meeting shall be given to the Executive Council within a reasonable period of time.



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- V. The Executive Director or designee shall provide a meeting notice and agenda to each person eligible to attend at least five (5) business days prior to the meeting. The agenda for the open Annual Business Meeting shall be accessible online prior to the beginning of the Annual Conference.
- VI. Council meetings may be held by conference call, videoconference, or via other technology. The method of meeting and any necessary access codes, etc., shall be given to Council members in advance, at which point they may object if they do not have access or cannot reasonably obtain access to the necessary technology.
- VII. Council members may not vote by proxy.

ARTICLE VII: DUES AND FEES

- I. Dues will be established by Council for all categories of membership. The EC may request that a relevant committee develop pricing recommendations and approve or revise those recommendations, as necessary.
- II. The fiscal year shall begin on August 1 and shall end on July 31 the following calendar year.
- III. Conference fees will be established by Council for all categories of membership. The EC may request that a relevant committee develop pricing recommendations and approve or revise those recommendations, as necessary.

ARTICLE VIII: CONTRACTS, CHECKS, AND RECORDS

- I. The Council may authorize any officer or officers, agent, or agents of TxABA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of TxABA. Such authority may be general or confined to specific instances.



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- II. All checks, drafts, or orders for the payment of money issued in the name of TxABA shall be signed by such officer or officers, agent or agents of TxABA and in such manner as shall from time to time be determined by resolution of the EC. In the absence of such determination by the EC, such instruments shall be signed by the Secretary-Treasurer. Any single check or payment in excess of Five Hundred Dollars (\$500) shall be countersigned by the Executive Director, Secretary-Treasurer, or President, or acknowledged in writing, if the payment is to be made online or by digital means.
- III. TxABA shall keep correct and complete books and records of account of the activities and transactions of TxABA including, a minute book or electronic folder which shall contain a copy of TxABA's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Certificate of Formation, Bylaws, and Amendments. TxABA shall also keep minutes of the proceedings of its Council meetings and any committees created pursuant to these Bylaws. All books and records of TxABA may be inspected by any Council member or their agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of TxABA shall be available to the public for inspection and copying to the fullest extent required by law. TxABA shall not be required to keep any document or record for more than seven (7) years, with the exception of the Form 1023, Certificate of Formation, Bylaws, and meeting minutes.

ARTICLE IX: COMMITTEES

- I. Council may establish any standing committee necessary to conduct the business of TxABA.
- II. The President may establish ad hoc committees for a period not to exceed one year unless approved otherwise by Council.

ARTICLE X: DISCIPLINARY ACTION

- I. A Member, voting or non-voting, whose yearly dues are not paid in full before three months after such payments are due will be removed from membership. Thereafter, a Member may be reinstated by paying dues for the year in which reinstatement is requested.



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- II. A Member, voting or non-voting, may resign by sending to the Executive Director a notice of resignation. Membership may be reinstated by paying dues for which reinstatement is requested.
- III. The Council, by affirmative vote of two-thirds of all the Officers of the Council, may suspend or expel any member for the following reasons: (a) nonpayment of conference fees after appropriate notice has been provided; (b) a felony conviction from a state or federal court; (c) failure to maintain requirements for their current membership category; (d) inappropriate or unethical behavior, including but not limited to harassment or discrimination; and/or (e) any other action that may negatively reflect upon TxABA. The Council must take the specifics of the individual's circumstances into consideration when making this determination. Additionally, the council must follow due process as outlined in the council policies and procedures.
- IV. On written request signed by a former voting member or non-voting member and filed with the Executive Director, the Council, by affirmative vote of two-thirds of the Officers of the Council, may reinstate such former voting or non-voting member on such terms as the Council may deem appropriate.
- V. TxABA is not a licensing or certifying entity within the State of Texas, and therefore does not have the authority to sanction members' activities for issues of practice or conduct.

ARTICLE XI: AMENDMENTS

Amendments or changes to the TxABA bylaws may be proposed by any member of the EC or by any voting member by contacting TxABA by mail or email. The procedure for amending the bylaws will be as follows:

1. Amendments will be presented by the President to the EC for review and discussion.
2. The EC will vote whether to make amendments to the bylaws. A simple majority is required to do so. If the motion to amend the bylaws passes by a simple majority of voting EC members, edits will be made and the revised bylaws along with a list of recommended changes will be sent to voting members electronically. The EC will arrange an open comment period for a minimum of 10 business days, providing voting members a way to make comments on the proposed changes electronically.

3. The EC will meet again within 30 days of the open comment period and discuss the comments made by members. Should any other changes be made to the bylaws, another open comment period, meeting the criteria in step two, will be arranged. Once the second open comment period has passed, or if the EC is not recommending any additional changes following the first open comment period, the EC will send out the proposed bylaws revisions to voting members for a vote.
4. The voting period will be open for a minimum of 10 business days. In order for the bylaws to be passed by voting members, a minimum of 10% of existing voting members must cast a ballot. A simple majority of those voters must approve the bylaws changes in order for them to be adopted.
5. In the event that 10% of voting members do not cast a ballot, the EC may vote to adopt or reject the proposed bylaws changes. A two-thirds majority of EC members will be required for the adoption of amendments or changes, with the added stipulation that at least one EC member who is also currently a full member of ABAI must vote in favor of the amendment or change in order for it to pass.