



Virginia Association for Behavior Analysis

A State Chapter of the Association for Behavior Analysis International

www.virginiaaba.org

Articles of Association and Bylaws of The Virginia Association for Behavior Analysis

ARTICLE 1: Name

1. The name of the organization shall be The Virginia Association for Behavior Analysis (VABA)

ARTICLE 2: Purpose

1. VABA is an organization for people interested in behavior analysis and is primarily an interest group. The mission of the VABA is to promote and support the practice, research and dissemination of behavior analysis through the Commonwealth of Virginia. VABA works to promote and support behavior analysis by:
 - a. arranging an annual conference for the discussion of research and conceptual issues in behavior analysis
 - b. maintaining a website and social media (i.e. Facebook and Twitter Account) containing up-to-date information about the organization and about behavior analysis in Virginia and elsewhere.
 - c. functioning as the Virginia contact for and representative of the Association for Behavior Analysis: International (ABAI)
 - d. promoting cooperation between behavior analytic organizations in other countries, regions, states and localities.

ARTICLE 3: Membership

1. ABA shall have four classes of Members: Full Members, Sustaining Members, Student Members, and Affiliate Members. Members of each class are entitled to the rights and privileges of VABA as are appropriate for their membership category.
 - a. Full Member status shall be granted to individuals who possess a graduate degree in behavior analysis, psychology or related discipline or are a Board Certified Behavior Analyst (masters or doctoral level). Applicants also have an interest in the science of behavior analysis and/or work in a profession that utilizes the principles of behavior. Full members are voting members.
 - b. Sustaining Members meet the same requirements as Full Members. Sustaining members are voting members who are able to provide substantial financial support to VABA beyond the required level.
 - c. Student Member status shall be granted to individuals who apply for membership in VABA and are enrolled full-time (6 graduate credits or 12 undergraduates in the current semester) in an academic degree program, internship, or resident program relevant to a career in behavior analysis. Applications for Student Member status will require the applicant to attest that they meet the criteria for full-time enrollment in an academic degree program, internship, or residency program. Students pursuing a graduate certificate in behavior analysis to pursue certification,



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who are not technically full-time can petition the Board of Directors for Student Membership. Decisions will be made on a case-by-case basis.

- d. Affiliate Member status shall be granted to individuals who apply for membership in VABA and do not meet the criteria for Full, or Student Member status.
2. A person who wishes to become a member must submit a completed application form and pay annual membership dues (if any) as established by the Board of Directors. Applicants shall also submit such additional information, including transcripts, diplomas, references and other documents that the Board of Directors may require to verify they meet the requirements for membership.
3. Each Member shall be a Member for an initial term commencing on the date such person is approved for membership and continuing until the next December 31. Membership shall be renewed for the period January 1 through December 31 of any year, if a Member pays the member dues for such year.
5. There shall be a Meeting of the Members held at the annual VABA conference.
6. Unless a greater or lesser quorum is provided in a By-Law adopted by the Members, the presence of not less than twenty Full or Sustaining Members or ten percent of the total number of Full and Sustaining Members, whichever number is smaller, shall constitute a quorum and shall be necessary to vote on all matters brought before a meeting of the Members.
7. Each Full and Sustaining Member is entitled to one (1) vote on each matter submitted to a vote, except the election of the Student Representative. Student Members shall have the right to vote only for the election of the Student Representative.
8. Any Member desiring to resign shall submit a written resignation to the Secretary. Membership may be reinstated by paying the dues for the year in which reinstatement is requested.
9. The Board of Directors, by a two-thirds majority vote at a meeting in which a quorum is present, may suspend or expel any VABA member for cause after appropriate notice and hearing. On written request to the Secretary, the VABA Board of Directors, by a two-thirds majority vote at a meeting in which a quorum is present, may reinstate a former member on such terms as the Board of Directors may deem appropriate.

ARTICLE 4: Officers

1. The officers of VABA shall be an elected President-Elect, President, a Secretary and a Treasurer.
2. All Officers shall be Full or Sustaining Members of VABA.
3. Every other year the Full and Sustaining Members elect a President-Elect, who assumes that office at the conclusion of the annual conference in the year of his or her election, and succeeds to the office of President at the conclusion of the second VABA annual conference. The President holds office for two years. The President-Elect holds office for one year and then becomes President.
 - a. The President shall arrange for the annual conference, which includes appointing a program chair for that conference, as well as preside at all Board of Directors Meetings and the Annual



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Member Meeting during his or her presidential year. The President shall exercise general supervision over the affairs of VABA.

- b. If the President is unable to preside over a meeting, that responsibility shall fall to the President-Elect, if one is present that year. If he or she is unable to preside, the Secretary shall assume the responsibility.
4. Every other year the Full and Sustaining Members elect a Secretary, who assumes that office at the conclusion of the annual conference in the year of his or her election, and holds office for two years, completing his or her term when the new Secretary succeeds to this office.
 - a. The Secretary is responsible for the meeting minutes and ensuring communication of the minutes to the members.
 - b. The Secretary is responsible for the maintenance of the organization handbook.
 - c. The Secretary may be re-elected for additional terms of office, including consecutive terms, without restriction.
5. Every other year the Full and Sustaining Members elect a Treasurer, who assumes that office at the conclusion of the annual conference in the year of his or her election, and holds office for two years, completing his or her term when the new Treasurer succeeds to this office.
 - a. The Treasurer shall have the responsibility for all VABA funds and shall have authority to disburse these funds for purposes authorized by the Board of Directors. The Treasurer shall keep a record of all money received and all disbursements made and submit an annual report of the financial status of VABA to the Members at the Annual Business Meeting.
 - c. The Treasurer may be re-elected for additional terms of office, including consecutive terms, without restriction.

ARTICLE 5: Board of Directors

1. The Board of Directors shall consist of the elected officers of VABA, the elected Student-Representative, and three (3) elected At-Large Representatives.
2. There shall be one Student Representative to the Board of Directors who shall be a Student Member elected by the Student Members. The Student Representative shall vote on behalf of student interests on all issues before the Board of Directors.
 - a. The Student Members shall elect a Student Representative each year, who shall assume that office at the conclusion of the VABA annual conference in the year of his or her election and hold office for one year completing his or her term at such time as a new Student Representative succeeds to this office.
3. There shall be three (3) elected At-Large Representatives who shall be Full or Sustaining Members and elected by Full and Sustaining Members.



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- a. Each At-Large Representative shall assume office at the conclusion of the annual conference in the year of his or her election and hold office for two years. Terms for the three At-Large Representatives shall begin and end in alternating years.
- b. At-Large Representatives may be re-elected for additional terms, including consecutive terms, without restriction.
4. A member of the Board of Directors may resign by giving written notice to the President of VABA which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.
5. Any Member of the Board of Directors may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of members of the Board of Directors.
6. If any member of the Board of Directors, because of death, resignation, or other reason, cannot perform the duties of the office, the Board shall be empowered to fill the vacancy by any method that, in its judgment, will best reflect the goals and purposes of VABA. The person thus appointed shall serve until the next regularly scheduled election for that position.
7. Individuals may not simultaneously occupy two positions on the Board of Directors.
8. An annual meeting of the Board of Directors shall be held on such date and time as set by the Board of Directors. Other meetings may be called by any officer or Director by giving reasonable notice of the time and place thereof.
 - a. At all meetings of the Board of Directors a majority of the Directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by applicable law or by these Bylaws. If at any meeting there is less than a quorum present, a majority of these present may adjourn the meeting without further notice to any absent Director.
9. Action may be taken by the Directors or a committee of the Board of Directors without a meeting if a written consent, setting forth the action, is signed by all of the Directors or committee members, either before or after such action. Conference telephone or similar communication equipment may be used for meetings. Directors may cast votes via email and electronic signature.

ARTICLE 6: Administrative Director

1. The Board of Directors can choose to employ an Administrative Director who performs the following duties. In the absence of an Administrative Director, the President shall delegate the duties to the Board of Directors as s/he sees fit.
2. Duties:
 - a. Store VABA equipment including but not limited to presentation board, cash box, and giveaways



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- b. Maintain historical documents and update as necessary
 - c. Develop and maintain policies as necessary
 - d. Facilitate communication between board members and keep President apprised of activities
 - e. Check and maintain PO Box
 - f. Update Web site as necessary. Specifically,
 - i. Maintain resource page
 - ii. Maintain public list of members
 - iii. Maintain list of ABA organizations
 - iv. Manage job postings
 - g. Monitor and reply to all email and Web site contacts
 - h. Process registrations and maintain list of members
 - i. Generate membership confirmation letters for ABAI
 - j. Run elections and tally votes
 - k. Process conference registrations and maintain list
 - l. Assist Treasurer with maintenance of financial records
 - m. Work with Treasurer to submit Tax documents
 - n. Retain signatory authority on bank account with Treasurer
 - o. Compile and send quarterly newsletter
 - p. Keep current Constant Contact email list
 - q. Attend workgroup and committee meetings and assist where necessary
 - r. Monitor and liaise with Board of Medicine Advisory Board
 - s. Send licensure letter to new VA certificants through BACB
 - t. Liaise with University leaders to promote VABA and advice on VA Licensure
 - u. Fulfill duties necessary to remain affiliates of ABAI and APBA
 - v. Manage CEU certification
 - w. Other duties as delegated by the Board
3. The Administrative Director shall be an ex-officio member of the Board of Directors and shall serve at the pleasure of the Board. Compensation and length of service shall be documented in a contract signed by the President and the Administrative Director.

ARTICLE 7: Nomination and Elections

1. In even years, Full and Sustaining Members shall receive a nomination ballot for President-Elect and two At-Large Representatives. In odd years, Full and Sustaining Members shall receive a nomination ballot for Secretary, Treasurer, and one At-Large Representative. For each position that appears on the nominating ballot, each Full and Sustaining Member may propose up to four names and may nominate the same person for more than one office.
2. The nominations will be counted, and the nominees who received the largest number of votes for each position will be placed on the voting ballot.



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- a. The nominees shall be asked if they are willing to stand for election. A designated person shall proceed through the list in the order of vote count 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 receives enough nomination votes for two offices, s/he shall be asked to choose the office for which he or she wishes to be a candidate.
- b. After the list of candidates has been determined, a ballot will be sent to all Full and Sustaining Members whose membership dues are paid, 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.
3. Each year, all Student Members shall receive a nomination ballot for the Student Representative to the Board. Each Student may propose four names for this office.
 - a. The nominations will be counted, and the nominees who received the largest number of votes for this office will be asked if they are willing to stand for election. A designated person shall proceed through the list in order of vote count until at least two candidates have been obtained.
 - b. After the list of candidates has been determined, a ballot shall be sent to all Student Members, whose membership dues are paid with a statement on which the names of the candidates are listed in alphabetical order with brief biographical descriptions of each nominee.
4. Members of the Board of Directors, including the Student Representative, shall be elected by a plurality of the votes cast at an election. If there is a tie, the current Board of Directors will cast the deciding vote.

Article 8: Committees

All committees are constituted by and operate under the direction and at the pleasure of the board. 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, and may include the following:

1. Membership

The Membership Committee shall consist of a chair appointed by the president, who shall appoint at least two additional members with the advice and consent of the board.

2. Program (Conference)

The Program Committee shall be appointed by the board. The primary duty of the Program Committee shall be organization and management of the chapter's annual business meeting and conference.

3. Public Policy



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The Public Policy Committee shall be appointed by the board. The role of the Public Policy Committee shall be to advise and assist the board regarding matters involving behavior analysis and governmental entities. This committee is the liaison to the organization's lobbyist if one is retained.

ARTICLE 9: Annual Conference

1. An annual conference shall be held at a location in Virginia at a time determined by the President. The purpose of the annual conference shall be to promote behavior analysis and to disseminate research findings through formal sessions and such other program activities as the Board of Directors and the Members shall deem appropriate.
2. The Board of Directors shall set conference registration fees.
3. In determining where the annual conference may be held, the President shall be bound by the following:
 - a. VABA shall convene only in locations in which the conference hotels, restaurants, and related facilities are accessible to the physically handicapped.

ARTICLE 10: Representation of the Organization

1. Documents issued in the name of the organization shall be signed with the name of the organization and at least one officer or the Administrative Director.

ARTICLE 11: Fiscal Year

1. The fiscal year of VABA shall close on June 30th beginning in 2015. Prior to that year, the fiscal year closed on December 31st.

ARTICLE 12: Amendments

1. Amendments or changes to these Bylaws may be proposed by the VABA Board of Directors or by a majority vote of the Full and Sustaining Members.

ARTICLE 13: Dissolution of the Organization

1. A decision to dissolve the organization must be made by two successive votes of a 2/3 majority of the Full Members.
2. In the event of dissolution, the assets of the organization shall be donated to the Society for the Advancement of Behavior Analysis.

ARTICLE 14: Parliamentary Procedure

Robert's Rules of Order, revised, shall govern meetings of the Board of Directors, Members, and any committees when not in conflict with the Bylaws.

ARTICLE 15: Indemnification



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1. Generally.
 - a. VABA shall indemnify an individual who entirely prevails in the defense of any proceeding to which he was a party because he is or was a Director of VABA against reasonable expenses incurred by him in connection with the proceeding.
 - b. VABA also shall indemnify an individual made a party to a proceeding because he is or was a Director against liability incurred in the proceeding if: (1) he conducted himself in good faith; and (2) he believed: (a) in the case of conduct in his official capacity with VABA, that his conduct was in its best interests; and (b) in all other cases, that his conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction is not, of itself, determinative that the Director did not meet the standard of conduct described in Section 15.1(b).
 - c. Notwithstanding the foregoing, VABA shall not indemnify a Director under Section 15.1(b) of these Bylaws (1) in connection with a proceeding by or in the right of VABA in which the Director is adjudged liable to VABA; or (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he is adjudged liable on the basis that personal benefit was improperly received by him.
 - d. Indemnification granted under Section 15.1 in connection with a proceeding by or in the right of VABA shall be limited to reasonable expenses incurred in connection with the proceeding.
2. Advances. VABA shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if: (1) the Director furnishes VABA a written statement of his good faith belief that he has met the standard of conduct described in Section 15.1 above; (2) the Director furnishes VABA a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct (which undertaking shall be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment); and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification hereunder.
3. Determination. The Organization shall not indemnify a Director under Section 15.1 above unless authorized in the specific case after a determination has been made that indemnification of the Director is required under Section 15.1 hereof because he has met the standard of conduct set forth herein. The determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding; (2) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate in such designation), consisting solely of two or more Directors not at the time parties to the proceeding; (3) by special legal counsel (a) selected by the



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Board of Directors or its committee in the manner prescribed in subsection (1) or (2) above, or (b) if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the full Board of Directors, in which Directors who are parties may participate in such selection. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Section 14.3 to select counsel.

4. Others. Each officer, employee, and agent of VABA shall be entitled to indemnification and advance expenses to the same extent as a Director.
5. Insurance. VABA may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of VABA, or who, while a director, officer, employee, or agent of VABA, is or was serving at the request of VABA as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not VABA would have power to indemnify him against the same liability under Section 14.1 of these Bylaws.
6. Application. VABA shall have power to make any further indemnity, including advance of expenses, to any Director, officer, employee, or agent that may be authorized by the these Bylaws or any resolution adopted, before or after the event, except an indemnity against such person's gross negligence or willful misconduct or knowing violation of the criminal law. Unless any such Bylaw or resolution provide otherwise, any determination as to any further indemnity shall be made in accordance with Section 14.3 of these Bylaws. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 16: Miscellaneous

1. General. Any matter not specifically covered by these Bylaws or the Articles of Incorporation shall be governed by the applicable provisions of the Virginia Nonstock Corporation Act in force at the time.
2. Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.