



#### Article I: Name

1. The name of this corporation shall be The Wisconsin Association for Behavior Analysis, Inc. (hereafter referred to as "WisABA").

#### Article II: Purpose

1. WisABA is a non-profit organization [501(c)(3)] incorporated under Wisconsin Statute Chapter 181, for professionals, parents, caregivers, educators, and researchers who are interested in promoting the science of behavior analysis. We fulfill this purpose by engaging in the following:
  - a. Promoting and providing professional development opportunities for behavior analysts.
  - b. Supporting the design and application of evidence based interventions to improve the quality of life of the individuals served by Behavior Analysts in the state.
  - c. Collaboration with community stakeholders (parents, service providers, influencers, etc.) to disseminate information pertaining to behavior analysis in the state of Wisconsin.
  - d. Educating the community at large regarding all applications of behavior analysis and the scope of the science.
  - e. Maintain a website containing information regarding the organization and resources for behavior analysts.

#### Article III: Membership

1. Membership is open to all people interested in or actively engaged in teaching, research, or application of the principles of behavior analysis. WisABA shall consist of three categories of membership.
  - a. Full Member:
    - i. Certified- any individual who is licensed in the state of Wisconsin as a Behavior Analyst and/or certified as a Board Certified Behavior Analyst or Board Certified Assistant Behavior Analyst.
    - ii. Contributing- any individual who has made significant contributions to the field of behavior analysis through two or more years of research, teaching, or other means as determined by the Board of Directors.
    - iii. Privileges include voting on all issues brought to general membership, member exclusive website content, and access to review posts on the member boards.
  - b. Supporting Membership:
    - i. Student- any person classified as a student in a program of study leading to a degree in behavior analysis or affiliated degree and/or enrolled in coursework requirements to meet the BACB certification standards. Verification of student status must be provided by the student.
    - ii. Professional- any person holding a bachelor's degree or above in any field and who works full or part time in behavior analysis under the supervision of a BCBA.
    - iii. Registered Behavior Technician- any person bearing the title of Registered Behavior Technician (RBT) through the Behavior Analysis Certification Board (BACB). Those applying for the RBT certification may be asked to provide evidence of their credentials.
    - iv. Privileges include voting for supporting representative, member exclusive website content, participation on task forces and committees, and access to review posts on the member boards.
  - c. Affiliate
    - i. Any person interested in behavior analysis that does not fall into another category.
    - ii. Privileges include participation on task forces and committees, member exclusive website content.

2. Each person who is eligible for membership and wishes to become a Member must submit verification of their desired membership status through a completed application form and pay annual registration dues as required by the Board of Directors.
3. Any individual who desires a certain membership status but does not meet that membership criteria as listed may petition the Board of Directors for special consideration.
4. Each Member shall be a Member for an initial term commencing on the date such person is approved for membership, expiring on December 31 of that membership year. 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. Any voting member who has not paid their dues 7 days prior a meeting of the general membership meeting shall not be permitted a vote in that meeting.
6. The Board of Directors, by a two-thirds majority vote, may suspend or expel any WisABA member for cause after appropriate notice and hearing. Upon a written request to the Secretary, the Board of Directors may reinstate a former member on such terms as the Board of Directors may deem appropriate.

#### Article IV: General Membership Meeting Process and Voting

1. Applicable procedures from Robert's Rules of Order will be used to conduct meetings.
2. Unless a greater or lesser quorum is required by the Articles of Incorporation, in by-laws adopted by the members, or by law, the presence of not less than twenty full members or 10% of the total Full Membership, whichever is smaller, shall constitute quorum and shall be necessary to vote at a meeting via oral or paper ballots, by email, by direct messaging, or by electronic surveys sent by the Board of Directors.
3. Each Full Member in good standing is entitled to one vote on each matter submitted to a vote, except in the case of the Supporting Representative election. Supporting members have the right to vote on only the election of the Supporting Representative to the Board of Directors.
4. Meetings may be held in person, via telephone, or video conference. All meetings will be offered via video conferencing for members who are participating remotely.

#### Article V: Board of Directors

1. Except as specifically provided in WisABA's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of WisABA'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 WisABA that is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.
2. All Board of Directors must be full members of WisABA with the exception of the Supporting Representative.
3. All Board of Directors are expected to participate and attend all Board of Directors and General Membership meetings.
4. The Board of Directors shall consist of the elected officers of WisABA: the President, the Past-President, the President-Elect, three elected Directors, the Secretary, the Treasurer, and the elected Supporting Representative.
  - a. If there is no Supporting Representative on the Board of Directors, the Board of Directors may hold elections for a Full Membership representative to replace the Supporting Representative.
  - b. The Treasurer is a non-voting member of the Board of Directors.
5. The Board of Directors shall meet not less than twice per year with one meeting during WisABA's Annual Conference.

6. The presence of a majority of the total number of members on the Board of Directors then in office will constitute a quorum for the transaction of business.
  - a. If unexpected events preclude an Board of Directors member's attendance, or if the member is for unknown reasons absent, a majority vote will consist of more than 50% of those attending in person and remotely. In the event of a tie, the Treasurer will cast the deciding vote.
7. Any member of the Board of Directors may be removed from their position by a two-thirds majority vote of the remaining Board of Directors. Upon removal, the individual will transfer the duties of their position to the replacement within 30 days.
8. Any member of the Board of Directors may resign by giving written notice to the President of WisABA which notice will be immediately forwarded to the Board of Directors. Upon resignation, the individual will transfer their position to the replacement within 30 days.
9. If any member of the Board of Directors, because of death, resignation, or other reason, cannot perform the duties of their office, the Board of Directors shall fill the vacancy by any method which, in its judgment, will best reflect the goals and purposes of WisABA. The person thus appointed shall serve until the next regularly scheduled election. Special consideration will be given to diversity in selecting this member.
10. In the case of absence or inability to act of any members of this Board of Directors and of any persons herein authorized to act in their place, the Board of Directors may from time to time delegate the powers or duties of such members to any other Director or other persons whom the Board may select.

#### Article VI: Board of Directors Positions

1. The office of the President
  - a. President
  - b. Past-President / President-Elect
    - i. The president shall serve a total of a 4 year term on the Board of Directors - one year as the President-Elect, two years as the President and one year as Past-President. The President-Elect will be elected on odd numbered years. The president cannot serve consecutive terms.
    - ii. If the current President resigns or is unable to fulfill the duties of their office, either the President-Elect or the Past-President will be expected to fill the responsibilities of the President at the discretion of the Board of Directors.
2. The office of the Secretary
  - a. Secretary
    - i. The Secretary will serve a two year term elected on odd numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction.
3. The office of the Treasurer
  - a. Treasurer
    - i. The Treasurer will serve a two year term elected on even numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction.
4. Directors:
  - a. Conference Director
    - i. The Conference Director will serve a two year term elected on odd numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction.
  - b. Public Relations Director
    - i. The Public Relations Director will serve a two year term elected on even numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction.



- c. Marketing/Website Director
  - i. The Marketing/Website Director will serve a two year term elected on odd numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction.
5. Representative
  - a. Supporting Representative:
    - i. The supporting representative will serve a two year term elected on even numbered years and may be re-elected for additional terms of office, including consecutive terms, without restriction as long as the supporting representative maintains supporting representative status.

#### Article VII: Nominations and Elections

1. Each year, 30 days prior to election day, the secretary shall send through electronic mail to all Full Members a nomination form for all positions to be elected for that year. Members will have 10 days to submit nominations.
2. After the list of candidates has been determined, the Secretary shall send to all full members a ballot for all offices to be voted upon.
3. The Secretary shall notify all Supporting Members to recruit nominees for the Supporting Representative. The process for the Supporting Representative will follow that of the other Board of Directors members, except only Supporting Members will vote for and nominate the Supporting Representative.
4. Members of the Board of Directors, including the Supporting Representative, shall be elected by a plurality of the votes cast and at an election unless the candidate is unopposed or no candidate steps forward resulting in the call for volunteers.
5. If the Secretary or President is seeking re-election or nomination for a new position, they shall not participate in the election process. In this event, the Board of Directors shall delegate election duties to a different officer or chairperson.
6. Board Members may only hold one office at a time, unless the sitting board of directors votes to allow multiple offices to be held by one individual.

#### Article VIII: Indemnification of Directors, Officers, Representatives, Employees, and Agents

1. To the fullest extent provided by law and without limitation as may be provided by insurance, WisABA shall indemnify any and all of its current and former directors, officers, employees or agents against expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been director, officer, employee or agent of WisABA, 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 WisABA, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or hers or her conduct was unlawful. No indemnification or advance against expenses shall be approved by the Board or paid by WisABA until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

#### Article IX: Fiscal Year

1. The fiscal year for WisABA shall start on January 1st close on December 31st.

#### Article X: Amendments of the Bylaws

1. Amendments or changes to these Bylaws may be proposed by the WisABA Board of Directors or by a majority vote of the Full Members present at a General Membership Meeting. The proposed amendments or changes



shall be submitted to the Full Membership for approval. The Secretary shall include with the ballot a copy of the proposed amendments or changes. To be approved, an amendment requires the affirmative vote of two thirds of the Full Members submitting ballots. If quorum of the general membership is not met, the amendment will require an affirmative vote of a majority of the Board of Directors.

2. If an amendment is proposed regarding voting rights, a quorum of the full membership is required.
3. All ratified amendments shall be added to and detailed under document to track amendments.
4. All Bylaws and amendments will be reviewed every 7 years or at the discretion of the Board of Directors to ensure that the Bylaws and amendments represent the organization accurately over time.

Approved Amendments to the Bylaws:

I certify that the foregoing Bylaws were adopted by the Full Members of the WisABA on the 16th day of August, 2019.