

CONSTITUTION AND BYLAWS  
of the  
PENNSYLVANIA ASSOCIATION FOR BEHAVIOR  
ANALYSIS

**Article I—Name**

The name of this organization shall be The Pennsylvania Association for Behavior Analysis. It shall be chartered and exist as a non-profit corporation in and under the laws of the Commonwealth of Pennsylvania.

**Article II—Purpose of the Association**

The Pennsylvania Association for Behavior Analysis (PENNABA) was founded in 2000 to promote the use of effective and humane behavior analytic procedures in education, business, industry, government, and clinical settings, including both private and public sectors throughout the State of Pennsylvania. Association goals include upholding ethical practices, providing high quality continuing education, and promoting research, service, and legislation that supports behavior analysis and practitioners of behavior analysis services.

**Article III—Purpose of the Bylaws**

These bylaws are created to assist in the effective and efficient governance of PENNABA. These bylaws are subject to the higher authority of relevant statutes adopted by the legislature of the Commonwealth of Pennsylvania. All members of the PENNABA Board of Directors (hereafter referred to as BoD), PENNABA Board, or Board) and association members are to operate in conjunction and in compliance with these bylaws.

**Article IV—PENNABA Membership**

**Membership:** Membership is open to all persons interested in or actively engaged in teaching, research, and/or the application of the principles and procedures of behavior analysis. Membership is not restricted to residents of the Commonwealth of Pennsylvania. However, eligibility to run for an elected position on the PENNABA BoD is restricted to Pennsylvania residents.

The Association does not and will not discriminate the granting of memberships to persons based on race, gender, sexual orientation, socio-economic status, national origin, or creed.

**1. Categories of Membership:** Membership shall be in one of five categories:

- a. **Professional Behavior Analysts:** This category includes individuals certified as a Pennsylvania, BCaBA, BCBA, or BCBA-D. Members in this category are voting members and may run for positions on the PENNABA BoD.
- b. **Professional, Other:** This category includes any degree-holding person employed full- or part-time, including professionals with licenses and/or credentials other than those provided by the BACB. This includes, but is not limited to Licensed Behavior Specialists, Speech Therapists, Occupational Therapists, Licensed Mental Health Counselors, Social Workers, and other similar professions. Members in this category are nonvoting and may not run for elected positions.
- c. **Paraprofessional:** This category includes Registered Behavior Technicians (RBTs), direct care staff, paraprofessional staff who spend the majority of their working time implementing behavior programs and/or strategies. Members in this category are nonvoting and may not run for elected positions.
- d. **Student Member:** This category is for any individual pursuing formal training in the discipline of behavior analysis but not gainfully employed on at least a half-time basis. Members in this category are nonvoting and may not run for elected positions.
- e. **Parent:** This category is for parents, family members or guardians of individuals who are recipients of behavioral services. Members in this category are nonvoting and may not run for elected positions.

## 2. **Good Standing:**

To remain an active member in good standing, an individual must pay annual association dues at or before the annual conference. PENNABA's membership year begins January 1 and ends December 31.

## 3. **Dues:**

The PENNABA Board may establish a minimum annual membership fee for active members and may establish differential fees dependent upon the level of membership (i.e., professional, student, etc.). PENNABA's fiscal year shall begin January 1 and end on December 31.

## 4. **Voting:**

Each active Professional Behavior Analyst member shall be entitled to one vote on all matters brought before the Association. There shall be no proxy voting. At the discretion of the Board, voting may occur electronically through a secure online portal/forum, postal mail, or during the Business Meeting of the annual conference. It is the responsibility of those with voting privileges to maintain updated email contact information with the Association and to remain vigilant of voting notices. All voting privileges must be exercised within the designated period stated in the voting notification. A two-thirds majority of voting members present at time of voting is needed to change bylaws, and a simple majority for elections and other issues.

## 5. **Termination of Membership:**

The PENNABA Board may, by two-thirds vote, suspend or expel any member of this association for violation of these by-laws or gross ethical violations of the BACB Code of Ethics. Before the Board takes such action, written notice shall be sent to the member no less

than 30 days prior to the meeting of the PENNABA Board at which time the matter is to be considered. Said member shall be entitled to a hearing before the PENNABA Board of Directors.

## **6. Application for Membership:**

Persons desiring to apply for membership in The Pennsylvania Association for Behavior Analysis shall submit a completed application form and dues according to the procedures outlined at Pennaba.org.

## **Article V—PENNABA Board of Directors**

### **1. Definitions:**

**PENNABA Board of Directors:** The BoD consists of officers of the association who shall oversee and assist with business operations of the association. The PENNABA Board shall include the President, the President-Elect, the Past-President, the Secretary, four members-at-large, and an Executive Director/Treasurer.

**Executive Committee:** A select group of board members will comprise the executive committee of PENNABA. These include the President, President-Elect, the Past-President, and the Executive Director/Treasurer. The executive committee can conduct business in lieu of a BoD meeting related to specific ad-hoc issues that may arise, including but not limited to financial decisions, contracts, and public relations. Executive committee meetings must take place in real time via teleconferencing, videoconferencing, or face-to-face meetings, and can be called upon with at least 48-hour notice (or less if the urgency of the issue warrants less notice). The executive committee will report back to the BoD on issues discussed or decisions made within 48 hours of meeting.

### **2. Terms of Office:**

All elected positions on the PENNABA Board will begin and end during PENNABA's annual business meeting at the annual conference. The terms of office for the elected BoD positions are described below.

- a. **President:** The term of office of the President shall be two years to commence at the annual business meeting. The President and Past-President shall not be eligible for nomination for the office of President-Elect, thus a President may only serve in this position once.
- b. **President-Elect:** The term of office shall be one year to be followed by the assumption of the president position.
- c. **Past-President:** The term of office shall be one year to begin after the presidential year.
- d. **Secretary:** The Secretary shall be appointed by the PENNABA Board for a three-year term and shall not be restricted as to succession.
- e. **Members-at-Large:** These PENNABA Board members shall serve three-year terms and cannot serve successive terms; however, they can be elected into different BoD positions at any point during their term or after their term. The number of positions available for the members-at-large will be determined by the PENNABA BoD and

may be increased or decreased with Board approval to accommodate membership fluctuations or other needs of the association.

- f. **Executive Director/Treasurer:** This is a position appointed by the PENNABA BoD. The Executive Director/Treasurer serves with no term limits, and at the discretion of the PENNABA BoD.

**3. Duties:**

All board members will be required to attend PENNABA Board meetings, maintain communications with the PENNABA Board throughout the year, serve on PENNABA committees, and assist with the operations of the Association. Additional duties of the Officers shall be as specified in the bylaws listed herein.

**4. Replacement:**

In the event of death, incapacity, resignation, or election of any of these officers to different office positions (e.g., member-at-large to president), the PENNABA Board shall, by majority vote, elect a successor to serve in the committee member's empty position until the next election cycle is completed. This successor may be an organizational member or an existing board member who is scheduled to rotate off the board who may be appointed and have their term extended.

**5. Conflict of Interest/Confidentiality:**

PENNABA board members must not engage in conflicts of interest that could potentially damage the association or affect decision-making of issues regarding the association. Board members must report any potential conflicts of interest each year and engaging in a conflict of interest may result in termination of board duties. Additionally, all board members must adhere to strict confidentiality regarding board meetings and association business, unless otherwise described by the Board.

**6. Powers:**

The Board, except as the Bylaws otherwise provide, may authorize the Executive Director to enter into any contract or execute any instrument in the name of and on behalf of this association. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no director, agent or employee shall have any power or authority to bind this corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**7. Indemnification:**

All board members, former board members, and board members-elect, or any person who may have served at the request of the Association, shall be indemnified against legal liability and from expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of being, or having been, such board member or person, except in relation to matters as to which such person shall be adjudged in such action, suit, or proceeding, to be liable for intentional misconduct in the performance of duty. Furthermore, all board members, former board members, and board members-elect, or any person who may serve or have served at the request of the

Association shall be indemnified from legal liability from any of the actions of any member of the Association purporting to act for the Association, acting without its official approval or recognition, or who improperly uses the property of the Association.

## **Article VI—Nominations and Elections of PENNABA Board Members**

### **1. Election Rules:**

- a. The Executive Director will oversee the annual nominations and elections processes of PENNABA. The Executive Director will maintain and adhere to a protocol of activities for the completion of the nomination and elections process. The Elections protocol will be made available to Board members for oversight of the elections and nominations process and any additional specifics regarding elections/nominations will be described in said protocol.
- b. Only Professional members may make nominations, be nominated or be elected to serve on the PENNABA Board.
- c. Members may run for only one office per year.
- d. PENNABA Board Members-at-large may not run for successive terms but may run for different positions at any point during the elected term or at the end of the elected term.

### **2. Terms:**

Elected members of the PENNABA Board shall assume office at the Business Meeting at the annual PENNABA conference meeting and shall hold office until their successors are elected and assume office in their stead.

### **3. Recall:**

Any officer or member of the PENNABA Board may be recalled in accordance with following procedure:

- a. A petition for recall bearing the names of at least 20% of the Professional members in good standing at the time of submission shall be presented to the PENNABA Board.
- b. The Secretary shall certify the petition with respect to the validity of the signatures. In the event the Secretary is the Officer subject to recall, the Past-President shall assume this duty.
- c. Upon validation of the petition, the President or his/her designate shall cause a mail ballot to be prepared and distributed to the membership having voting qualifications (this can be done electronically). The ballots shall be received and tabulated by the Past-President who shall certify each to be valid.
- d. The officer whose incumbency is under challenge shall be recalled only by two-thirds vote of those members who voted.
- e. An office whose incumbent is recalled shall be temporarily filled by majority vote of the PENNABA Board; the replacement shall serve until the next elected person takes office.

### **4. Local Chapters Officer Elections:**

All local chapters of PENNABA must develop their own elections and nominations processes for officers of their chapters and follow their own procedures for terms and recall of officers.

## **Article VII—Business of the PENNABA Board of Directors**

### **1. Business Governance:**

All business of the BoD will comply with State and Federal laws. All board members will also adhere to all current ethical standards developed by the Behavior Analyst Certification Board.

### **2. Meetings:**

The PENNABA Board shall hold at least two meetings per year. One meeting will occur at the time and location of the annual conference and the other meeting will occur at a time and location determined by the Executive Director. The board shall also meet at other times and locations deemed necessary by the President or Executive Director. A meeting of the PENNABA Board may also be called upon by at least three members of the Board who must notify the remaining members at least two weeks in advance of the proposed meeting. PENNABA Board meetings shall be conducted informally but in the spirit of *Robert's Rules of Order*. Meetings shall consist of all board members and any invited affiliates or persons. Any invited affiliates or person will be nonvoting participants of the PENNABA Board meeting unless they are simultaneously serving as an elected member.

### **3. Voting and Quorum:**

Voting may take place in PENNABA Board Meetings during which a quorum is present. For purposes of transacting business of the Association, a quorum shall consist of half of the PENNABA BoD plus one. A simple majority vote of the voting members present will be sufficient to pass any motion; however, two-thirds majority of the voting members present at the annual association business meeting is required for approval of an amendment to these Bylaws.

### **4. Removal and Replacement:**

Members of the PENNABA Board who fail to maintain membership in good standing in the Association are subject to removal by majority vote of the remaining members of the Board. A tie vote shall be construed as affirmation for removal. Positions vacated for any reason shall be replaced by majority vote of the remaining members, such successors to serve until the next elected person takes office.

## **Article VIII—Association Annual Business Meeting**

### **1. Annual Meeting:**

There shall be at least one annual business meeting of the entire Association. This meeting shall be held in conjunction with the Annual Convention of the Association except in the event of no Annual Convention in which case, the meeting shall be held in conjunction with a regularly scheduled meeting of such other group or Association as shall be designated by the PENNABA Board. Notice of the annual meeting of the Association shall be given to members in good standing not less than two months prior to the scheduled date.

### **2. Quorum:**

A quorum at the annual business meeting shall consist of not less than twenty members-in-good-standing present and voting.

### 3. **Voting:**

Voting may take place at the association business meeting on matters that arise during the business meeting or matters that were provided to members in advance (e.g., two month's written notice). When deemed necessary by the PENNABA BoD, voting by PENNABA members on association business may take place electronically. If done electronically, voting ballots and information will be sent to each Professional member at least two months prior to the annual PENNABA business meeting. To be valid, electronic ballots must be completed and returned by the due date in the manner described in the electronic ballot notice.

## **Article IX—Duties of PENNABA Committees**

For the betterment of the association, PENNABA members and board members will serve on various ad-hoc (i.e., special) and standing committees to help fulfill PENNABA's mission and purpose. Examples of standing PENNABA committees are provided in these bylaws and additional ad-hoc committees may be established by the majority vote of the PENNABA Board.

- a. **Program Committee** – The primary duties of the Program Committee are to develop, organize and manage the program of the annual conference. The Chairperson of the committee is appointed by the PENNABA Board. The Chair will appoint other members in good standing as deemed appropriate.
- b. **Legislation and Public Policy** – The primary purpose of this committee is to work with state legislators and agency staff on issues regarding the practice of behavior analysis. The Chairperson of the committee is appointed by the PENNABA Board. The Chair will appoint other members in good standing as needed to represent the diverse public policy and legislative needs of the organization.
- c. **Public Relations** – The mission of the Public Relations committee is to develop and implement plans to promote visibility of behavior analysis in the State of Pennsylvania. The Chairperson of the committee is appointed by the PENNABA Board. The Chair will appoint other members in good standing as deemed appropriate.
- d. **Finance Committee**- The purpose of this committee is to oversee the finances of PENNABA. The Executive Director will chair this committee. Members will include the President, Past President, and Former Executive Director.
- e. **Local Chapters** – The purpose of this committee is to promote the development of local PENNABA chapters and provide support to existing chapters. The Chairperson of the committee is appointed by the PENNABA Board. The Chair will appoint other members in good standing as deemed appropriate.
- f. **Continuing Education** – The purpose of this committee is to coordinate with continuing education granting agencies so that continuing education credits are offered at the annual conference and appropriate Local Chapter meetings. The Chairperson of this committee will be appointed by the PENNABA Board and the Chair will appoint other members in good standing as deemed appropriate.
- g. **Awards** – The purpose of the awards committee is to recognize individuals who have contributed to the field of behavior analysis application, implementation and research in the state of Pennsylvania. The Chairperson of this committee will be appointed by

the PENNABA Board and the Chair will appoint other members in good standing as deemed appropriate.

### **Article X—Financial Viability**

1. It is critically important that the Association remain financially viability so that it can meet and fulfill its purpose as stated in Article II. Accordingly, the Association will maintain a reserve fund equal to 5 times PENNABA's annual budget. Any expenditure from the reserve fund requires a unanimous vote of the Finance Committee.

### **Article XI—Amendments to the Constitution and Bylaws**

#### **1. Process:**

This Constitution and Bylaws may be amended only by two-thirds vote of voting members present at the time of the Annual Business Meeting of the Association. Amendments may originate either by simple majority vote of the ABA Board or by introduction from the floor at the Annual 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 all Professional members. In the event of a 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 rest of the validation process and dispose of the issue immediately. The meeting will then resume in accordance with the result of the Amendment vote(s).

#### **2. Enabling Action:**

This Constitution and Bylaws will be submitted at the 2021 Annual Business Meeting of PENNABA. To be adopted, it shall have received the unanimous endorsement of the current PENNABA Executive Council and shall be adopted by two-thirds vote of the Members present and voting.