

BYLAWS

ONTARIO ASSOCIATION FOR BEHAVIOUR ANALYSIS "ONTABA"

(Membership approved version November 9th, 2017)

ONTABA's Vision: Fostering a culture of excellence, integrity, and expertise for the advancement and promotion of the science of behaviour analysis.

ONTABA's Mission: To demonstrate leadership, knowledge, and innovation in education, training, and research for the ethical and effective application of behaviour analysis.

ARTICLE I: NAME

1. The name of this organization shall be the Ontario Association for Behaviour Analysis. It will be represented as ONTABA.

ARTICLE II: PURPOSE (S)

ONTABA is a professional, interdisciplinary organization. While primarily an interest group, its major purpose(s) are:

1. To function in Ontario, Canada, as the liaison with, and representative of the Association for Behavior Analysis, ABA International.
2. To advance Behaviour Analysis in the province of Ontario.

ARTICLE III: MEMBERSHIP

1. ONTABA shall consist of two types of members, Voting members (which includes full, sustaining, and emeritus members), and Nonvoting members (which includes affiliate and student members). Members of both classes are entitled to the rights and privileges of ONTABA as are appropriate for their membership category.
2. Categories of Voting Membership:
 - 2.1. A Full member shall have completed a university or college degree or diploma in a related field. This will include the completion of a post-secondary education in a social science, psychology, health, education, or business-related program, where the expectation upon graduation will involve working with or helping others in a professional manner (such as psychology, behavioural science technology, nursing, social work, education, etc.) and shall be or have been employed in a professional capacity and applying Behaviour Analysis principles in a human service, educational, health, business or related service for a period of at least one year.
 - 2.2. A Sustaining member will meet the requirements of a Full member and will be included in name on appropriate ONTABA materials and documentation as determined by the Board of ONTABA.
 - 2.3. A member Emeritus can be selected by the Board of ONTABA and must meet the requirements of a Full member.

3. Categories of **Non-Voting Members**:
 - 3.1 A Student member shall be currently registered in a full time university or college degree or diploma program in a related field (as previously outlined under 2.1) and provide proof of registration at the time of application.
 - 3.2. An Affiliate member does not meet the requirements for Full or Student member but is interested in supporting the purposes of ONTABA.
4. Any member who shall have failed to remit dues will, 90 days thereafter, be declared in arrears. That member shall be subject to suspension of membership in ONTABA, including, but not limited to, receipt of the ONTABA Analyst, eligibility to ONTABA Office and loss of voting privileges
5. Any member may resign by sending to the Secretary a notice of resignation. Membership may be reinstated by paying the dues for the year in which the reinstatement is requested.
6. The Board of Directors, by majority affirmative vote of all officers, may suspend or expel any member for cause after appropriate notice and hearing.
7. Upon written request signed by a former member and filed with the Secretary of the Board of Directors, by majority affirmative vote of all officers may fully reinstate such former member.

ARTICLE IV: THE BOARD OF DIRECTORS

1. The Officers of ONTABA shall constitute the ONTABA Board of Directors, which will fulfill the following functions: President, President Elect, Member(s) at Large, Secretary, Treasurer, Treasurer-Elect, and Student Representative(s). The Past President will be an Ex Officio member of the Board.
 - 1.1. Each officer is entitled to vote as a member of the Board of Directors at such meetings held after the Business meeting in the year of his or her election or appointment.
 - 1.2. The ONTABA Board of Directors shall serve as the governing body of ONTABA, and conduct its business at meetings, or by correspondence, and report its actions, or request the membership to take action, at the AGM or by correspondence.
 - 1.3. The Student Representatives will be elected such that one Student Representative is elected to represent students from colleges and universities and one Student Representative is elected to represent graduate students.
2. All officers must be members of ABA International at the time of assuming office or become a member within 2 months of assuming office and maintain membership throughout their term of office. Proof of membership should be forwarded to the ONTABA Secretary.
3. Each year the voting members shall elect the number of officers necessary to complete the voting membership of the Board of Directors. Those elected assume office at the end of the AGM in the year of his or her election, and hold that office for a two-year term, with the exception of the student members, who shall serve one year.
4. The ONTABA Board of Directors will be composed of a President, President Elect, Secretary, Treasurer, Treasurer-Elect, Member(s)-at-large and up to 2 Student Representatives, all of whom may vote equally as Board Members. The Past President is an Ex Officio Member of the Board. The minimum size of the Board is 9 members and the maximum size is 12 members.

- 4.1. The Board by majority affirmative vote may appoint up to 3 additional officers for the term ending at the next AGM at which time they may stand for nomination.
5. No elected officer shall serve more than 2 consecutive terms in the same office.
 6. Any member in good standing shall be eligible for nomination and election to any elective office. Only student members may be elected to the Undergraduate Student Representative position. Student members and Full members attending graduate studies may be elected to the Graduate Student Representative position. Student members may not hold the office of President or President-Elect.
 7. Every two years the voting members elect a President Elect, who assumes that office at the end of the Annual Business Meeting in the year of his or her election, and succeeds to the office of President at the end of the following Annual Business Meeting. The President holds office for two years, and completes his or her term at the completion of the next Annual Business Meeting.
 8. The President shall present a Presidential report at the AGM, preside at all ONTABA Board Meetings and the AGM, count nomination and election ballots, as well as the ballots in any referenda submitted to the Voting membership and exercise general supervision over the affairs of ONTABA.
 9. If the President is unable to preside over a meeting, that responsibility shall fall to the President Elect. If he or she is unable to preside, the Secretary, then the Treasurer respectively will assume the responsibility.
 10. The Treasurer is responsible for the receipt, custody and disbursement of all funds and securities of ONTABA. The Treasurer shall report on the financial condition of the Association to the general membership at the Annual meeting, and shall make interim reports, as necessary, and upon receipt of due notice, to the Board of Directors. Every two years the voting members elect a Treasurer-Elect, who assumes that office at the end of the Annual Business Meeting in the year of his or her election, and succeeds to the office of Treasurer at the end of the following Annual Business Meeting. The Treasurer holds office for two years, and completes his or her term at the completion of the next Annual Business Meeting.
 11. The Secretary shall keep the minutes of all meetings and shall forward the board meetings minutes to each Board Member within five business days of the meeting.
 12. The Agenda for Meetings of the Board shall be distributed five business days prior to each scheduled Board Meeting.
 13. If any Officer or Student Representative, because of illness, death, resignation, or other reason, cannot perform the duties of the office, the ONTABA Board of Directors shall be empowered to fill the vacancy until the next AGM, by any method, which in its judgment, will best reflect the goals and purposes of ONTABA.
 14. Any member of the Board of Directors who is absent from more than 2 meetings without a just cause as determined by the other members of the board, may be replaced.
 15. ONTABA Board members and committee members must declare or be challenged to declare a conflict of interest, and refrain from actions that place the person in the perceived conflict of interest and abstain from voting on ONTABA Board motions that place the person in a perceived conflict of interest. If there is disagreement about a perceived conflict of interest, the matter will be settled by a vote of the ONTABA Board with the individual excused from the room.

16. Means of Meetings

If all of the ONTABA Board or Committee Members consent, a meeting of the Board or of a Board Committee may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other adequately, and a Board or Committee Member participating in the meeting by those means is deemed for the purposes of these Bylaws to be present at the meeting.

ARTICLE V: NOMINATIONS & ELECTIONS

1. Each year, the Secretary or designate shall forward to all Voting members no less than 90 days before the AGM a nomination ballot for the number of ONTABA Board Members necessary to complete the elected memberships of the Board of Directors. For each office that appears on the nominating ballot, each Voting member may propose four names and may not nominate the same person for more than one office. The nominee will confirm by letter, fax or by e-mail his or her desire to stand for the position and must submit a brief biography prior to closing of nominations. The nomination process will close 45 days prior to ballots being sent out.
 - 1.1. No Voting member may allow his or her name to stand for more than one office.
 - 1.2. After the list of candidates has been determined, the Secretary or designate shall forward 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 the candidate of choice for each office. Members will be given the option of voting online through the ONTABA webpage. Board members will be determined by a plurality vote of membership and shall be declared elected at the AGM.
 - 1.3. Vacancies on the Board subsequent to the election will be appointed by the Board as per article 4.4.
2. Each year the Secretary or designate shall forward to all Student Members no less than 30 days before the AGM a nomination ballot for Student Representative. Each Student Member may propose four names for this office. The nominee will confirm by letter, fax, or e-mail his or her desire to stand for the position.
 - 2.1. After the list of candidates has been determined, the Secretary or designate shall forward to all Student members an election ballot, on which the names of the candidates are listed in alphabetical order with a brief biographical description of each nominee, and instructions to vote for the candidate of choice. Members will be given the option of voting online through the ONTABA webpage Student members will be determined by a plurality vote of membership and shall be declared elected at the AGM.

ARTICLE VI: MEETINGS

1. An AGM shall be held in a place and at a time determined by the ONTABA Board of Directors within no less than 10 and no more than 15 months of the last AGM. During the AGM, only Voting members may vote on matters brought before this meeting. All motions at the AGM shall require only a simple majority for passage unless otherwise stated in this Bylaw.
2. The Board of Directors shall meet not less than four times per year including a business meeting at the Annual General 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 or email to each Member of the Board not less than forty-eight (48) hours prior to the meeting.

- 2.1 A quorum for ONTABA Board of Directors meetings will be defined as more than 50% of members present. Motions or other business items may be approved by a simple majority vote.
 - 2.2 In the absence of a quorum, a majority of the Board Members present may reschedule the meeting. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws. While information may be shared and discussion may take place in the absence of a quorum, no motions may be passed.
 - 2.3 The vote of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws.
3. Participation at Meetings by Telephonic or Electronic Means
Any person entitled to attend a meeting of Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting.
 4. Meeting Held Entirely by Electronic Means
If the Board or the Members call a meeting of the Members, the Board or the Members, as the case may be, may determine that the meeting shall be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

ARTICLE VII: ADMINISTRATION

1. Annual report
 - 1.1. Two weeks or more before each AGM, the Treasurer shall submit to the President for the consideration of the ONTABA Board of Directors, a financial statement for the previous fiscal year and a budget for the current fiscal year.
 - 1.2. At the time of submitting the treasurer's report to the ONTABA Board of Directors, the President will submit a written report on ONTABA's affairs and activities, including planning activities.
 - 1.3. Two weeks or more before each AGM, all committee reports should be submitted to the President for the consideration of the ONTABA Board of Directors.
2. Fiscal Year
 - 2.1. The fiscal year of the Association shall be defined as January 1 to December 31.
3. Banking
 - 3.1. In this section and in section 7.4 "Bank" means a chartered bank or trust company that is a member of the capitalized Canadian Deposit Insurance Corporation, designated by the ONTABA Board of Directors under sub section 7.2.
 - 3.2. The ONTABA Board of Directors shall designate a bank where a chequing and deposit account shall, a credit card account may, merchant services may, and a safety deposit box may be

maintained for the use, and in the name of ONTABA, and the Board of Directors shall notify the Secretary of the name, branch and address of said deposit bank.

- 3.3. All money, cheques, and other orders for the payment of money belonging to the Association shall be deposited to the credit of the Association in its bank. All shares and other securities belonging to the Association shall be lodged in the Association's name with its bank or in a safety deposit box at its bank.
- 3.4. ONTABA Board and Committee members shall submit monthly expense and revenue forms to the Treasurer.
- 3.5. ONTABA Board and Committee members may submit travel claims for business trips in excess of one hundred kilometers round-trip. The reimbursement rate will be set by the ONTABA Board.
- 3.6. The ONTABA Board shall keep and maintain all appropriate corporate documentation and this shall be audited yearly by a chartered accountant.

4. Execution

- 4.1. A cheque or other order for the payment of money, and any other evidence of indebtedness, issued by ONTABA, shall be executed by such persons, and in the manner prescribed by the ONTABA Board of Directors by resolution.
- 4.2. Any person authorized by the ONTABA Board of Directors by resolution may endorse any note or draft for collection on account of ONTABA through its bank or for deposit in the bank, and the ONTABA Board of Directors may authorize the construction and use of a rubber stamp for this purpose.
- 4.3. Subject to other provisions in the Bylaws, contracts and other documents executed on behalf of ONTABA shall be executed only by members of ONTABA and in the manner prescribed by the ONTABA Board of Directors or, to the extent that no provision is available, the ONTABA Board of Directors.

5. Representations and Undertakings

- 5.1. ONTABA members shall not directly or indirectly make any written or oral representation on behalf of ONTABA, without prior expressed approval of the ONTABA Board of Directors.
- 5.2. ONTABA members shall not undertake any project or other activity on behalf of ONTABA without the prior, expressed approval of the ONTABA Board of Directors.

6. Protection of Board Members and Others

- 6.1. Indemnities to Board and Committee Members. Until the ONCA is proclaimed in force, the provisions set out in sections 6.1 to 6.2 shall apply:

Every Board and Committee Member of ONTABA, and their heirs, executors, administrators, legal representatives, estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of ONTABA, from and against:

- (a) all costs, charges and expenses whatsoever such Board or Committee Member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made,

done or permitted by him or her, in or about the execution of the duties of his or her office; and/or

- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of ONTABA;
- (c) except such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of ONTABA.

6.2. Insurance

ONTABA will purchase and maintain adequate Directors & Officers Liability Insurance for its Board and Committee Members.

6.3. Standard of Care

Upon proclamation of the ONCA, the provisions set out in sections 6.3 to 6.7 shall apply. Every ONTABA Board and Committee Member, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of ONTABA and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every ONTABA Board and Committee Member shall comply with the ONCA, the regulations, Articles, and Bylaws.

6.4. Limitation of Liability

Provided that the standard of care required of the director under the ONCA and the Bylaws has been satisfied, which includes relying in good faith on financial statements of ONTABA presented by a Board Member, reports of the auditor or person conducting a review engagement, financial reports of ONTABA presented by a Board Member, a report or advice of a Board Member or employee of the Corporation, or a report of a professional, no Board or Committee Member shall be liable for money or property distributed or paid by ONTABA contrary to the ONCA.

6.5. Indemnification of Board and Committee Members

The Corporation may indemnify a Board or Committee Member of ONTABA, a former Board or Committee Member of ONTABA, or another individual who acts or acted at ONTABA's request as a Board or Committee Member or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with ONTABA or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of ONTABA or, as the case may be, to the best interests of the other entity for which the individual acted as Board or Committee Member or in a similar capacity at ONTABA's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

ONTABA may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the ONCA or the law. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

6.6. Advances

With respect to the defence by a Board or Committee Member or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which ONTABA is liable to indemnify a Board or Committee Member pursuant to the terms of the ONCA, the ONTABA Board of Directors may authorize ONTABA to advance to the Board or Committee Member or

other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Board or Committee Member to ONTABA disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Board or Committee Member shall repay the money advanced if the Board or Committee Member does not fulfill the conditions of Section 46(3) of the ONCA.

6.7. Insurance

Subject to the ONCA, ONTABA may purchase and maintain insurance for the benefit of any person entitled to be indemnified by ONTABA pursuant to Section 6.4 against any liability incurred by the individual in the individual's capacity as a Board or Committee Member of ONTABA; or in the individual's capacity as a Board or Committee Member, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at ONTABA's request.

7. Directory

The Chair of the Membership Committee is responsible for compiling and maintaining a directory of the members a) in the form and containing the information the Board of Directors may direct and, b) which the Board of Directors may direct to be published in whole or in part.

8. Publications

8.1. ONTABA shall not issue any publications except: a) for the purposes of providing information and advice to the members of the Association, and b) in a newsletter or similar publication, the contents of which are consistent with the purposes, policies, and resolutions of the Association.

8.2 A copy of each circulated issue of a newsletter shall be filed with the Secretary for archival purposes.

ARTICLE VIII: COMMITTEES

1. The ONTABA Board of Directors will appoint committees, as it deems necessary.

1.1. Committee Chairpersons or designates shall provide a report of activities at each ONTABA Board meeting.

1.2. A final written report on activities and outcomes must be submitted to the President and to the Secretary or designate for distribution to any interested member in good standing.

1.3. Outgoing Committee Chairs must submit a final written report within 60 days after leaving office.

2. There are standing and ad hoc committees. An ad hoc committee and its chair may be appointed by the President or with the consent of the ONTABA Board of Directors for a specific and limited purpose and for a specified term, not to exceed two years. All chairs and members of standing and ad hoc committees must be members in good standing of ONTABA. Committee Chairpersons shall provide a written quarterly report of activities or a report for each meeting of the ONTABA Board of Directors, whichever is decided by the ONTABA Board of Directors, to the President for dissemination to the ONTABA Board of Directors. A final written report on activities and outcomes shall be provided to the President, and the Secretary for distribution to any interested member in good standing.

ARTICLE IX: DUES

1. ONTABA will charge membership dues annually. These dues are normally payable within four weeks following notification of acceptance to membership. The amount of these dues, including charges to members will be determined by the ONTABA Board of Directors.

ARTICLE X: Bylaws and Effective Date

- 1.1. The ONTABA Board of Directors may by pass a motion by majority vote to make, amend or repeal any Bylaw that regulates the activities or affairs of ONTABA.
- 1.2. The ONTABA Board of Directors shall submit the Bylaw, amendment or repeal to Voting Members at the next AGM, or through an electronic balloting process specific for this purpose prior to the next AGM. The Bylaw, amendment or repeal may be confirmed, rejected or amended by two-thirds of the votes cast by Voting Members.
- 1.3. Any such Bylaw, amendment or repeal shall be effective from the date of the ONTABA Board motion until the next AGM or the electronic balloting process specific for this purpose, whichever occurs first.
- 1.4. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by Voting Members it remains effective in the form in which it was confirmed.
- 1.5. The Bylaw, amendment or repeal ceases to have effect if it is not submitted by the ONTABA Board of Directors to the Voting Members as required under Article X, Section 1.2 of this Bylaw or if it is rejected by the Voting Members.