

**Articles of Incorporation
of
The Missouri Association for Behavior Analysis
A Non-Profit Corporation**

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is The Missouri Association for Behavior Analysis.

Article 2

The name and address of the registered agent and registered office of this corporation is:

Missouri Association for Behavior Analysis

PO Box 240036

Ballwin Mo, 63024

Article 3

The purposes for which this corporation is organized are to promote the analytical science of behavior and the application of its associated technologies within the State of Missouri. Specifically, the organization will:

- a) Serve as a scientific and professional reference group for all in the State of Missouri who identify themselves as scientists or practitioners in disciplines that embrace the principles and practices of behavior analysis.
- b) Promote research that will advance understanding of both human and animal behavior.
- c) Identify and promote the use of effective and humane behavioral systems in meeting the educational and habilitative needs of all persons within the State of Missouri.
- d) Advise political, legislative, and policy-making bodies with respect to all matters pertaining to behavior analysis in the State of Missouri.
- e) Organize and sponsor an annual meeting that will serve as a forum for presentation of scientific and technological achievements as well as for discussion of the affairs of the organization at the discretion of the Board of Directors.

- f) Publish and distribute an official newsletter devoted to dissemination of scientific and technological achievements within the scope of behavior analysis and to matters of interest to the membership.

Article 4

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

1. **Categories of Membership** – Membership is open to all persons interested in or actively engaged in teaching, research, and/or application of the principles and procedures of behavior analysis. Membership is not restricted to residents of the State of Missouri. Membership will be in one of three classes:
 - a. **Full Member** – Any individual working in a discipline directly related to or involving behavior analysis and whose full-time professional commitment includes teaching, research, and/or practice in behavior analysis may apply for membership in this category.
 - b. **Affiliate Member** – Any individual evidencing interest in the discipline of behavior analysis, but lacking formal training, may apply for this class of membership.
 - c. **Student Member** – Any individual pursuing formal training in the discipline of behavior analysis but not yet gainfully employed therein on at least a half-time basis may apply for membership on this category. Such application must be accompanied by an endorsement of a professional member certifying the applicant’s student status. Student members may vote through the student representative and hold office.
2. **Voting** – Each professional member shall be entitled to one vote on all matters brought before the Association. There shall be no proxy voting.
3. **Application for Membership** – Persons desiring to apply for membership in the Missouri Association for Behavior Analysis must submit a completed application form and any application fee that may be required, through the MOABA website. Applications submitted online will be sent to the Chairperson of the Membership Committee. Applications may also be sent directly to the Chairperson of the Membership Committee. Person as applying for student membership must include an endorsement from a faculty member to confirm their status as a student when they apply for membership. Applicants will receive an email confirming that their application and dues have been received. The Membership Committee will periodically audit membership applications and request verification information (e.g., certification information).
4. **Membership Cycle** – Regardless of the category of membership, the membership cycle will end one day prior to the first day of the annual conference. Any membership applications received mid-cycle will be applied to the current cycle and will expire at the end of that cycle

regardless of when dues were paid.

Article 5

1. **Officers** – The officers of the Association are President, President-elect, Past President, Secretary, and Treasurer.
2. **Term of Office** – All officers shall be professional members of the Association in good standing. All terms of office for newly elected officials will commence at the conclusion of the annual meeting presided over by the President. There is no limitation set on the number of terms that an officer may hold in the Association.
 - a. The President will serve a 1-year term after having immediately completed a 1-year term as President-elect.
 - b. The President-elect will serve a 1-year term and shall take office at the conclusion of the annual meeting.
 - c. The Past President will serve a 1-year term and shall be the most recently retired President.
 - d. The Secretary and the Treasurer will be elected for a three-year term and will not be restricted as to succession. The election years for the Secretary and Treasurer will be staggered to allow for continuity of board agenda items and to better facilitate assimilation of new board members.
 - e. The two (2) Member-At-Large Positions will be elected for three-year terms and will not be restricted to succession. The election years for these two positions will be staggered to allow for continuity of board agenda items and to better facilitate assimilation of new board members.
3. **Duties** – The Board of Directors is responsible for the governance of the organization, and the specific duties of the officers will be determined by the Board of Directors.
4. **Replacement** – In the event of the death, incapacity, or resignation of any of these officers, the Board of Directors will, by majority, vote to elect a successor to serve until the next annual meeting of the Association.

Article 6

1. **Composition** – There will be a Board of Directors consisting of the President, President-elect, Past President, Secretary, Treasurer, Student Representative, and two Members-at-Large. The Members-at-Large will be elected to staggered, three-year terms. The Student

Representative will be elected for a two-year term. None of the officers will serve simultaneously as Member-at-Large of the Board of Directors.

2. **Affiliates** – The Chairpersons of the Membership Committee, the Publications Committee, the Legislative Liaison Committee, the Continuing Education Committee will be non-voting affiliates of the Executive Committee. A committee chairperson may simultaneously hold membership on the Board of Directors.
3. **Meetings** – The Board of Directors will have at least one annual meeting. It will meet at such other times and locations as deemed necessary by the President. A meeting of the Board of Directors may also be called by action of three members of the Committee who will notify the remaining members at least two weeks in advance of the proposed meeting.
4. **Quorum** – For purposes of transacting business of the Association, a quorum will consist of four members of the Board of Directors.
5. **Removal and Replacement** – Members of the Board of Directors who fail to maintain membership in good standing in the Association are subject to removal by majority vote of the remaining members of the Committee. A tie-vote will be considered affirmation of removal. Positions vacated for any reason will be replaced by majority vote of the remaining members, such successors to serve until elections occur at the annual businesses meeting of the Association.

Article 7

1. **Nominations** – Nominees for each vacant office will be provided via an internet-based platform. Each year that a Board of Directors position is vacated, requests for nominations for President-elect, Secretary, Treasurer, or Member-at-Large will be sent to all professional members of the organization at least 30 days prior to the annual meeting. Nominations for Student Representative will be sent to all student members at least 30 days prior to the annual meeting. If there are no nominations for any of the vacant Board of Directors positions, the Board of Directors will appoint a professional member (or a student member for the Student Representative position) to the vacant position.
2. **Elections** – Elections will occur via electronic ballot and will be held at least one week prior to the annual meeting. Professional members will be eligible to vote for President-elect, Secretary, Treasurer, and Member-at-Large. Student members will be eligible to vote for Student Representative. An individual will be declared elected upon receipt of a simple majority of the votes cast. In the event no candidate receives a simple majority, the first ballot the candidate receiving the least votes will be eliminated and second ballot cast. This procedure will iterate until one candidate receives a simple majority and until only two candidates remain. In the events of a tie on the final ballot involving two candidates, the winner will be decided by simple majority vote of the Board of Directors.
3. **Terms** –Members of the Board of Directors will assume office on the first day after the close of the annual meeting at which their election took place and will hold office until their successors are elected and assume office in their stead.

4. **Recall** – Any Member of the Board of Directors may be recalled in accordance with the 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 will be presented to the Board of Directors.
 - b. The Secretary and the Treasurer will verify the petition with respect to the validity of the signatures. In the event the Secretary and Treasurer is the Board of Directors Member subject to recall, the President-elect will assume this duty.
 - c. Upon validation of the petition, the President or his designate will cause an electronic ballot to be prepared and distributed to the professional members. The ballots will be received and tabulated by the President-elect who will certify each to be valid.
 - d. The Board of Directors member whose incumbency is under challenge shall be recalled only by two-thirds vote of those members eligible to vote.
 - e. An office whose incumbent is recalled will be temporarily filled by majority vote of the Board of Directors. The replacement will serve until the next election and will automatically be one of the nominees presented to the Association for election to that office.

Article 8

1. **Committees** – The Committees of the Association will consist of such standing committees as provided by these Articles and such special committees as may be established by vote of the Board of Directors.
2. **Membership** – The membership Committee will consist of one member appointed by the President. That member will serve as Chairperson of the Membership Committee and will appoint at least two additional members with the advice and consent of the Board of Directors. The Chairperson of the Membership Committee will be a professional member in good standing and will serve a one-year term that will be renewable without limit at the pleasure of the President. With the exception of the Chairperson, membership on the Membership Committee is not limited by category of membership.
3. **Continuing Education** – The Continuing Education Committee will consist of the Secretary and the Treasurer, ex officio, and at least two members appointed to one-year terms by the President with the advice and consent of the Board of Directors. The primary duty of the Continuing Education Committee will be the organization and management of the continuing education and content of the Association’s annual meeting. The Chairperson of the Continuing Education Committee will recommend to the President appointment of members to such sub-committees as are deemed appropriate. The President will so appoint with the advice and consent of the Board of Directors.

4. **Publications** – The Publication Committee will consist of at least two members appointed by the President for one-year terms renewable without limit. The Secretary and the Treasurer of the Association will serve ex-officio. The duties of the publications Committee shall be to edit, publish, and distribute a periodic Bulletin of the Association, to edit, publish, and distribute a program of the annual meeting, and to edit, publish, and distribute such other items as designated by the Board of Directors. The budget of the Publication Committee will be submitted prior to the annual meeting of the Board of Directors and will be reviewed and approved at that time. Amendments to the budget of the Publications Committee may be submitted to the Board of Directors at any time through the President. The President will convene a meeting of the Board of Directors or poll the Committee. In either case, a three-fifths majority of the Board of Directors will be required for approval of budget amendments.
5. **Legislative Liaison** – The Legislative Liaison Committee will consist of at least two members appointed by the President for a one-year term, renewable without limit.

Article 9

1. **Dues** – Dues for the various categories of membership will be established by simple majority vote of the Board of Directors. This action can be rescinded by a three-fifths majority vote of those present and voting at the business meeting of the annual conference in which event the Board of Directors shall propose an alternate schedule of dues for approval by simple majority of those present and voting.
2. **Collection** – Dues will be payable in the time and manner prescribed by the Board of Directors and published to the membership at large at least six months prior to the due date.
3. **Arrears** – Any members who fail to remit dues will after 90 days will be declared in arrears. That member shall be subject to suspension of privileges of membership in the Association, including, but not limited to, receipt of the Newsletter, eligibility for election to Association Office, and participation in the annual meeting.
4. **Suspension** – Any member whose dues remain unpaid for a period of two calendar years after the first due date will automatically be suspended from membership in the Association. Reinstatement will be conditional upon remission of no more than one year's back dues and assessments.

Article 10

1. **Process for Amendments** – These articles may be amended only by two-thirds vote of all ballots received via electronic ballot. Voting can occur at any point during the year or at the time of the annual meeting of the Association. Amendments may originate either by simple majority vote of the Board of Directors or by introduction from the floor at the annual business meeting. In the latter event, the proposed

amendment will have first been endorsed by a petition bearing the signatures of at least one third of the professional members. In the event of such petition reaching the floor, the Presiding Officer will declare the meeting in recess for the purpose of validating the signatures. The Presiding Officer will then reconvene the meeting; announce the result of the validation process, and dispose of the issue immediately. The meeting will then resume in accordance with the result of the Amendment vote.

2. **Enabling Action** – These articles will be submitted for adoption by the Membership of the Association at its next annual business meeting. It will have received the unanimous endorsement of the Board of Directors then sitting and shall be adopted by two-thirds vote received by of the Members.

Article 11

1. **Making of Distributions** – The corporation is organized exclusively for scientific, charitable, and educational purposes including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (C)(3) of the internal revenue code, or the corresponding section of any future federal tax code.
2. **Dissolution** – No part of the net earnings of the corporation will endure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in section (1) above. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on with (a) by a corporation exempt from federal income tax under section 501 (C)(3) of the internal revenue code or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (C)(3) of the internal revenue code, or the corresponding section of any future federal tax code.
3. **Distribution** – Upon the dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501 (C)(3) of the internal revenue code, or the corresponding sections of any future federal tax code, or will be distributed to federal government or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is then located. Exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

