

# Proposed AVMA Bylaws

In compliance with Constitution Article X and Bylaws Article XIII regarding amendments to those documents, the following information is provided. The 2005 revision of the AVMA Constitution and Bylaws is in the 2006 AVMA Membership Directory & Resource Manual, pages 24-38. Members are encouraged to review the news article on page 1645 of this issue regarding the procedures taken in preparation for adoption of new bylaws.

The only action proposed for the Constitution and Bylaws during the 2006 Annual Session of the AVMA House of Delegates is to amend the current AVMA Constitution and Bylaws by striking each in its entirety and substituting and replacing them with the amended and restated Bylaws provided herein.

## ARTICLE I NAME AND PURPOSES

**Section 1. Name.** The name of this corporation shall be the American Veterinary Medical Association (hereinafter referred to as the "Association"), an Illinois not-for-profit corporation.

**Section 2. Purpose.** In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the objective of the Association shall be to advance the science and art of veterinary medicine, including its relationship to public health, biological science, and agriculture.

**Section 3. Mission.** The mission of the Association is to improve animal and human health and advance the veterinary medical profession.

**Section 4. Offices.** The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Executive Board may determine.

## ARTICLE II MEMBERSHIP

**Section 1. Membership Qualifications.** Membership may be granted to any individual who (i) meets the criteria set forth for a category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the Association's Principles of Veterinary Medical Ethics, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Executive Board may establish.

**Section 2. Application.** The Executive Board, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the

Association. The Executive Board, or its designee(s), shall review the application of all applicants and determine, on the basis of criteria set forth in these Bylaws and such other guidelines as the Executive Board may prescribe, whether individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association.

**Section 3. Membership Categories.** The Association shall have three (3) categories of membership as follows:

### a. Voting.

1. Voting membership may be granted to any individual who has earned a professional degree in veterinary medicine from a school or college of veterinary medicine and has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2, and is:
  - (i) A member in good standing of a veterinary organization represented in the House of Delegates; or
  - (ii) Endorsed by at least two (2) voting members of the Association; or
  - (iii) A graduating student who has been certified to be a member in good standing of a student chapter of the Association.
2. Voting members may be granted Honor Roll status entitling them to such benefits as the Executive Board, or its designee(s), shall determine provided that they have:
  - (i) Reached the age of seventy (70) and maintained membership in the Association for a total of forty (40) years; or
  - (ii) Reached the age of seventy-two (72) and have maintained continuous membership in the Association since graduating from a school or college of veterinary medicine.

- b. **Associate.** Associate membership may be granted to any individual who (i) has earned a professional degree in veterinary medicine from a school or college of veterinary medicine; (ii) is a legal resident of a country other than the United States; (iii) has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2, and is:
  1. A member in good standing in the national veteri-

- nary medical association of the country in which such individual resides; or
2. Endorsed by at least two (2) voting members of the Association in good standing.
- c. **Affiliate.** Affiliate membership may be granted to any individual who (i) does not otherwise qualify for membership as a voting or associate member; (ii) is either a citizen or permanent resident of the United States of America or Canada; (iii) has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2; and (iv) does one of the following:
1. Teaches veterinary medicine or the sciences allied to veterinary medicine; or
  2. Engages in veterinary research.

**Section 4. Rights and Duties.** All members shall be entitled to attend the member meetings and social functions of the Association, but only voting members (sometimes referred to herein as "voting members") may vote for the election of District Directors (in accordance with Article V, Section 6 (b)), hold office in the Association, and serve on the Executive Board or in the House of Delegates. The voting member's right to vote is specifically limited to contested elections of District Directors in accordance with Article V, and no other matter. Each eligible voting member shall have one (1) vote in such elections. No member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws. Nothing contained in this Article II, Section 4 shall affect the rights of members to vote in their capacity as members of the Executive Board, House of Delegates, Board of Governors, or any of the Association's entities, such as councils and committees.

**Section 5. Disciplinary Action/Termination of Membership.**

- a. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
1. Failure to comply with these Bylaws, the Association's Principles of Veterinary Medical Ethics, or any other rules or regulations of the Association;
  2. Conviction of a felony or a crime related to, or arising out of, the practice of veterinary medicine or involving moral turpitude;
  3. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice veterinary medicine; or
  4. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.
- b. **Procedures.** Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a

statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Notwithstanding the foregoing, in the event a member has been convicted of a felony and the fact of such conviction is not contested, such member may be expelled from the Association without a hearing. Such disciplinary actions shall be conducted in accordance with the Rules of Disciplinary Procedures of the Judicial Council, which shall be established by the Judicial Council and approved by the Executive Board.

- c. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Executive Board or their designee(s) shall establish, unless such termination is delayed by the Executive Board.

**Section 6. Reinstatement.** Members who have resigned or been terminated for non-payment of dues may automatically be reinstated to their prior membership category upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

## ARTICLE III MEMBERSHIP MEETINGS

**Section 1. Annual Meeting.** An annual meeting of the voting members of the Association shall be held at such time and place as shall be determined by the Executive Board.

**Section 2. Special Meetings.** Special meetings of the voting members of the Association may be called at the request of the President or any five (5) members of the Executive Board, or at the written request of two-thirds (2/3) of the Association's voting members. The time and place for holding special meetings shall be determined by the Executive Board.

**Section 3. Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum.** The lesser of (i) ten percent (10%) of the eligible voting members of the Association or (ii) one hundred (100) eligible voting members of the Association shall constitute a quorum for the transaction of business at

any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

**Section 5. Manner of Acting.** The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6. Mail Vote.** Voting by mail shall be permitted in lieu of a vote at a duly called meeting for the election of District Directors. A mail vote may be called by the Executive Board. For the election of District Directors, the act of a majority of the eligible voting members returning ballots by a date certain shall be an act of the members, provided, however, that at least the number of eligible voting members constituting a quorum shall have returned ballots.

## ARTICLE IV DUES AND ASSESSMENTS

The initial and annual dues for all members of the Association shall be determined by the House of Delegates. The time for paying such dues and other assessments, if any, shall be determined by the Executive Board. Under special circumstances, the Executive Board, or its designee(s), may waive the annual dues and/or assessments for any member.

## ARTICLE V EXECUTIVE BOARD

**Section 1. Authority and Responsibility.** The affairs of the Association shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "Executive Board"), which shall have supervision, control, and direction of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Executive Board shall act for and on behalf of the House of Delegates between sessions of the House of Delegates. The Executive Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Executive Board shall provide reports to the House of Delegates.

**Section 2. Composition.** The Executive Board shall be composed of fifteen (15) members as follows: the President, President-Elect, Immediate Past President, Vice President, and one (1) member elected from each of the eleven (11) Districts (as defined in Article V, Section 5; collectively, the "District Directors").

**Section 3. Invited Participants.** The Treasurer, Chair of the House Advisory Committee, Executive Vice President,

and Assistant Executive Vice President shall be invited to attend and participate, without vote, in all regular and special meetings of the Executive Board.

**Section 4. Qualifications.** Individuals who have been voting members of the Association for at least five (5) consecutive years immediately preceding an election shall be eligible to serve on the Executive Board as a District Director. In addition, District Directors must reside in the district that they represent.

**Section 5. Districts.** There shall be eleven (11) districts ("districts") with geographic boundaries as set forth in these Bylaws, or as may be determined by the Executive Board. The geographic boundaries of the districts shall be as follows:

DISTRICT I—Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;

DISTRICT II—Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, and Virginia;

DISTRICT III—Alabama, Mississippi, North Carolina, South Carolina, and Tennessee;

DISTRICT IV—Florida, Georgia, and Puerto Rico;

DISTRICT V—Kentucky, Michigan, Ohio, and West Virginia;

DISTRICT VI—Illinois, Indiana, and Wisconsin;

DISTRICT VII—Iowa, Minnesota, Missouri, Nebraska, North Dakota, and South Dakota;

DISTRICT VIII—Arkansas, Louisiana, and Texas;

DISTRICT IX—Arizona, Colorado, Kansas, New Mexico, Oklahoma, and Utah;

DISTRICT X—California, Hawaii, and Nevada;

DISTRICT XI—Alaska, Idaho, Montana, Oregon, Washington, and Wyoming.

### Section 6. Election of District Directors.

- a. The Principal Veterinary Organization (as defined in Article VII) of each of the states in any particular district shall nominate, in accordance with such procedures as shall be established by the Executive Board, a qualified member of the Association residing in such district to serve as the District Director representing such district. Voting members residing in a particular district also may submit a petition to nominate, in accordance with such procedures as shall be established by the Executive Board, a qualified member of the Association residing in such district to serve as the District Director representing such district. In the event only one (1) nomination is received from a particular district, such nominee shall be declared to have been elected by the voting members residing in such district to serve as the District Director representing such district.
- b. In the event more than one (1) nomination for District Director is received from a district, the Association shall hold an election to provide the voting members residing in such district the opportunity to elect a District Director to represent their district from amongst the list of such nominees. Such elections

shall be held in accordance with these Bylaws, and such other procedures as shall be determined by the Executive Board. Only those voting members residing in the subject district shall have the right to vote in such an election ("eligible voting members"), provided, however, voting members residing in:

1. Cuba, South America, or the West Indies shall be entitled to vote in any election held in District IV;
  2. Mexico, Central America, or the Canal Zone shall be entitled to vote in any election held in District VIII;
  3. Any other possession or territory of the United States of America not set forth above, or any country not otherwise set forth above shall be entitled to vote in any election held in District XI.
- c. In the event that for two (2) full consecutive terms the District Director elected to represent a particular district was a resident of the same state or US district, territory, or possession as his or her predecessor, such state's nomination for the next occurring election of District Directors shall be disregarded. Provided, however, that when such nomination is the only nomination submitted from such district, the nomination shall not be disregarded and such nominee shall be elected in accordance with Article V, Section 6(a).

**Section 7. Terms.**

- a. District Directors shall serve a six (6) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve two (2) consecutive terms. Fulfilling an unexpired term of three (3) years or less shall not be considered a full term and shall not apply toward the term limit.
- b. The President, President-Elect, Immediate Past President, and Vice President shall remain on the Executive Board for the duration of their term.
- c. The term of all District Directors shall begin at the first meeting of the Executive Board following the close of the first annual session of the House of Delegates following their election and shall run for a full term until the close of the sixth annual session of the House of Delegates following their election.

**Section 8. Regular Meetings.** The Executive Board may take action to set the time, date, and place for holding a regular annual meeting of the Executive Board and additional regular meetings of the Executive Board without other notice than such action.

**Section 9. Special Meetings.** Special meetings of the Executive Board may be called by, or at the request of, the Chair of the Executive Board or upon a written request to the Secretary of five (5) members of the Executive Board. Notice of any special meeting of the Executive Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of an Executive Board member at any meeting

shall constitute a waiver of notice of such meeting except where an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 10. Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Board, provided that when less than a quorum is present at said meeting, a majority of the Executive Board members present may adjourn the meeting to another time without further notice.

**Section 11. Manner of Acting.** The act of a majority of Executive Board members present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 12. Resignation and Removal.** Any member of the Executive Board may resign at any time by giving written notice to the Secretary. In addition, any member of the Executive Board may be removed by a two-thirds (2/3) majority vote of the persons entitled to elect such Executive Board member, whenever, in their judgment, the best interests of the Association would be served by such removal.

**Section 13. Vacancies.** Vacancies in any District Director position shall be filled by the party responsible for electing such District Director, without undue delay, in accordance with Article V, Section 6. A District Director elected pursuant to that Section shall hold their position for the remainder of the original term for which he or she was elected to fill; provided, however, if the remainder of the original term at the time the vacancy occurs is less than one (1) year, the District Director so elected shall continue to serve the next full term. Any other vacancies shall be filled as set forth in Article VI, Section 16.

**Section 14. Action by Written Consent.** Any action requiring a vote of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Executive Board entitled to vote with respect to the subject matter thereof.

## ARTICLE VI OFFICERS

**Section 1. Officers.** The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, Secretary, Immediate Past President, Executive Board Chair, Executive Board Vice Chair, Executive Vice President, and Assistant Executive Vice President. No two (2) offices may be held simultaneously by the same person, with the exception of the offices of Executive Vice President and Secretary, which shall be held by the same person, and the offices of Executive Board Chair and Executive Board Vice Chair, which may be held by the Vice President or Immediate Past President.

**Section 2. President.** The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Executive Board, by communicating with the Executive Vice President and Assistant Executive Vice President as necessary regarding the business of the Association. The President shall be a member, without vote, of all councils, except the Judicial Council, and committees, except as otherwise provided by these Bylaws, and a member, with vote, of the Executive Board and the Board of Governors. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Executive Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

**Section 3. President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be a member, without vote, of all councils, except the Judicial Council, and committees, except as otherwise provided by these Bylaws, and a member, with vote, of the Executive Board and the Board of Governors. The President-Elect shall be the presiding officer at all sessions of the House of Delegates. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Executive Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

**Section 4. Vice President.** The Vice President shall serve as the official liaison to the Student American Veterinary Medical Association and the Student Chapters (as defined in Article IX). The Vice President shall be a member, with the right to vote, of the Executive Board. The Vice President shall have such additional duties as may be assigned by the President or the Executive Board.

**Section 5. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall be invited to attend and participate in all regular and special meetings of the Executive Board. The duties of the Treasurer may be assigned by the Executive Board in whole or in part to either the Executive Vice President or Assistant Executive Vice President.

**Section 6. Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by

the President or the Executive Board. The Immediate Past President shall be a member, with the right to vote, of the Executive Board.

**Section 7. Executive Board Chair.** The Executive Board Chair shall preside at all meetings of the Executive Board and Board of Governors, and shall perform such other duties as may be prescribed by the Executive Board.

**Section 8. Executive Board Vice Chair.** The Executive Board Vice Chair shall substitute for the Executive Board Chair in the absence of the Executive Board Chair, and shall perform such other duties as may be prescribed by the Executive Board or the Executive Board Chair. The Executive Board Vice Chair shall fill any vacancy in the office of Executive Board Chair until such time as the Executive Board has filled such vacancy.

**Section 9. Executive Vice President.** The Executive Vice President shall serve as the chief executive officer of the Association and shall be elected by, and directly responsible to, the Executive Board. He or she shall have the title of Executive Vice President ("Executive Vice President") or such other title(s) as the Executive Board shall designate. Subject to the Bylaws and the policies of the Association, the Executive Vice President shall be responsible for the administration and day-to-day management of the Association; shall employ and may terminate the employment of members of the staff necessary to perform the work of the Association; shall manage and direct all functions and activities of the Association; and shall perform such other duties as may be specified by the Executive Board. Except as otherwise set forth in these Bylaws, the Executive Vice President shall be invited to attend and participate, without vote, in all regular meetings of the Association's councils and committees and all regular and special meetings of the Executive Board, Board of Governors, and House of Delegates.

**Section 10. Assistant Executive Vice President.** The Assistant Executive Vice President shall be an administrative staff position elected by the Executive Board and directly responsible to the Executive Vice President. The Assistant Executive Vice President shall perform all the duties of the Executive Vice President in the absence of the Executive Vice President and such other duties as may be specified by the Executive Vice President and/or the Executive Board.

**Section 11. Secretary.** The Executive Vice President shall hold the office of Secretary and perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Executive Board; keeping a record of the mailing address of each member of the Association; and performing such other duties as may be assigned by the President or the Executive Board.

**Section 12. Qualifications for Office.**

- a. Only voting members who (i) have been voting members of the Association for a period of at least ten (10) continuous years immediately prior to their election and (ii) meet such additional requirements as set forth in the Manual of the House of Delegates shall be eligible to hold the office of President, President-Elect, or Vice President.
- b. Any member of the Executive Board with the exception of the President and President-Elect shall be eligible to hold the office of Executive Board Chair or Executive Board Vice Chair.
- c. Only voting members who have been voting members of the Association for a period of at least five (5) continuous years immediately prior to their election shall be eligible to hold the office of Treasurer, Executive Vice President, or Assistant Executive Vice President.

**Section 13. Term.** Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Treasurer may serve up to six (6) consecutive terms and the Vice President may serve up to two (2) consecutive terms.

**Section 14. Election.**

- a. The President-Elect and Vice President shall be elected by the House of Delegates at a meeting of the House of Delegates at which the election of officers is in the regular order of business.
- b. The Treasurer, Executive Vice President, and Assistant Executive Vice President shall be elected by the Executive Board.
- c. The Executive Board Chair and the Executive Board Vice Chair shall be elected by the Executive Board from among those members of the Executive Board eligible to hold such offices. Such elections shall be held annually during the first meeting of the Executive Board following the close of the annual session of the House of Delegates. The Executive Board Chair and the Executive Board Vice Chair shall take office immediately upon election.
- d. The President, President-Elect, and Vice President shall take office on the date of the first regular meeting of the Executive Board following the close of the annual session of the House of Delegates at which they are elected.
- e. The Treasurer, Executive Vice President, and Assistant Executive Vice President shall take office at the close of the annual session of the House of Delegates immediately following the meeting of the Executive Board at which they are elected.

**Section 15. Resignation and Removal of Officers.**

Any officer may resign at any time by giving written notice to the Secretary. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer,

whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

**Section 16. Officer Vacancies.** Vacancies in any office shall be filled by the party responsible for electing or appointing such officer, without undue delay, at its next scheduled meeting, or at a special meeting called for that purpose. An officer elected or appointed pursuant to this Section shall hold office until the next meeting of the Executive Board or House of Delegates, as applicable, at which the election of officers is in the regular order of business, or until such other date as the Executive Board or House of Delegates, as applicable, may designate.

**ARTICLE VII  
HOUSE OF DELEGATES**

**Section 1. Authority and Responsibility.** The House of Delegates shall be the principal body within the Association responsible for establishing policy and providing direction for matters relating to veterinary medicine and shall be the representative body of the Principal and Constituent Allied Veterinary Organizations of the Association. In addition to such other duties set forth in these Bylaws, the House of Delegates shall:

- a. Approve all changes to the Association's Articles of Incorporation;
- b. Amend, alter, or repeal the Bylaws in accordance with Article XV of these Bylaws;
- c. Vote on all matters properly brought before the House of Delegates;
- d. Solicit, process, and communicate membership needs to the Executive Board;
- e. Participate in the Association's strategic planning;
- f. Elect members to serve on the Association's councils;
- g. Elect the President-Elect and Vice President, and, when necessary, President; and
- h. Elect members to the committees established by the House of Delegates.

**Section 2. Composition.** The House of Delegates shall consist of one (1) delegate ("Delegate") and one (1) alternate delegate ("Alternate Delegate") appointed by the following veterinary organizations:

- a. Each of the Principal Veterinary Organizations (as defined in Article VII, Section 3);
- b. Each of the Constituent Allied Veterinary Organizations (as defined in Article VII, Section 4);
- c. The Uniformed Services Organization (as defined in Article VII, Section 5); and
- d. The Student American Veterinary Medical Association (as defined in Article VII, Section 6).

Additionally, all of the Association's officers and members of the Executive Board shall be *ex-officio* members, without the right to vote, of the House of Delegates.

### Section 3. Principal Veterinary Organizations.

Principal Veterinary Organizations are the various veterinary organizations representing each state, district, territory, and possession of the United States of America as determined by the House of Delegates.

### Section 4. Constituent Allied Veterinary Organizations.

a. **Requirements.** Constituent Allied Veterinary Organizations are organizations of veterinarians with specific vocational interests allied to the interests of the Association that meet the following requirements:

1. Have a national scope of operation;
2. Represent a broad field of veterinary activity;
3. Have a constitution and/or bylaws that does not conflict with the Association's Bylaws;
4. Be oriented to some phase of professional veterinary activity, but is not a local or regional organization;
5. Not be a specialty organization recognized by the Association;
6. An organization seeking consideration for representation as a Constituent Allied Veterinary Organization must include among its voting membership at least one percent (1%) of all voting members of the Association, **and** at least ninety percent (90%) of that organization's voting membership must be voting members of the Association; and
7. If an organization has been continuously represented in the House of Delegates since July 8, 1995: (i) its U.S. resident voting membership must include a minimum of three hundred (300) members of the Association, **and** at least eighty-five percent (85%) of all of its U.S. resident voting membership must be voting members of the Association or (ii) at least five hundred (500) of its U.S. resident voting members must be voting members of the Association; or
8. If an organization's application for representation in the House of Delegates as a Constituent Allied Veterinary Organization was accepted any time after July 8, 1995, at least one percent (1%) of all voting members of the Association must be voting members of that organization, **and** at least eighty-five percent (85%) of that organization's U.S. resident voting membership must be voting members of the Association.

b. **Application for Recognition as a Constituent Allied Veterinary Organization.** The Executive Board, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking representation in the House of Delegates as Constituent Allied Veterinary Organizations. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Association. The Executive Board, or its

designee(s), shall (i) review the application of all applicants and determine, on the basis of the criteria set forth in these Bylaws and such other guidelines as the House of Delegates may prescribe, if individual applicants meet the qualifications necessary for recognition as a Constituent Allied Veterinary Organization and (ii) make a recommendation to the House of Delegates regarding admission of such applicants to the House of Delegates.

c. **Obligation to Maintain Status.** Constituent Allied Veterinary Organizations must continue to meet the requirements set forth in Article VII, Section 4(a) to maintain their status as a Constituent Allied Veterinary Organization and retain its right to representation in the House of Delegates.

**Section 5. Uniformed Services Organization.** The Uniformed Services Organization is the organization that represents members of the Association who are members of the Uniformed Services of the United States of America, including, but not limited to the Army, Air Force, and Public Health Service.

**Section 6. Student American Veterinary Medical Association.** The SAVMA is the national organization of students of veterinary medicine who are also members of the Student Chapters of the Association at their respective schools or colleges. The SAVMA is affiliated with the Association as a student organization. To maintain affiliation with the Association as a student organization, the SAVMA must (i) meet such requirements as to membership, organization, affiliation, procedures, and financial responsibility as the Executive Board may prescribe and (ii) maintain governing documents that are not in conflict with the governing documents of the Association. In addition, all SAVMA governing documents are subject to the review and approval of the Executive Board or its designee.

**Section 7. Qualifications for Delegates and Alternate Delegates.** All Delegates and Alternate Delegates must either be voting members of the Association or members of the Student American Veterinary Medical Association. The Association's Officers and Executive Board members may not serve as Delegates or Alternate Delegates on behalf of any veterinary organization represented in the House of Delegates.

**Section 8. Appointment of Delegates and Alternate Delegates.** All organizations entitled to representation in the House of Delegates shall submit the name of their Delegates and Alternate Delegates to the House of Delegates by October 1 prior to each annual session of the House of Delegates.

**Section 9. Terms for Delegates and Alternate Delegates.** Delegates and Alternate Delegates shall serve a four (4) year term, or until such time as their successors are appointed and take their position, subject to such term limits as may be imposed by the House of Delegates.

**Section 10. Annual Session.** The House of Delegates shall hold a regular annual session in conjunction with the Association's annual convention.

**Section 11. Special Sessions.** Special sessions of the House of Delegates may be called (i) by the Chair of the House Advisory Committee, provided such request must be presented during the annual session of the House of Delegates, include the specific purpose for such special session, and be approved by a two-thirds (2/3) vote of the Delegates or (ii) upon written petition presented to the Secretary by a majority of the organizations represented in the House of Delegates stating the place, time, and purpose for which such session is requested, provided, however, such request must be made at least sixty (60) days prior to the date specified in the request for such special session. Business conducted at any special session shall be limited to the specific purpose stated in the request for such session, and any such additional business as requested by either the Executive Board or the House Advisory Committee.

**Section 12. Notice.** Notice of any annual or special session of the House of Delegates shall state the time, date, place, and purpose of the session and shall be published either in print or on the Association's Web site at least thirty (30), and no more than sixty (60) days prior to the date of the session, unless otherwise required by the Manual of the House of Delegates.

**Section 13. Quorum.** The presence of forty (40) Delegates shall constitute a quorum for the transaction of business at any duly called session of the House of Delegates, provided that when less than a quorum is present at said session, a majority of the Delegates present may adjourn the session to another time without further notice.

**Section 14. Manner of Acting.** The act of a majority of Delegates present at a duly called session at which a quorum is present shall be the act of the House of Delegates, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 15. Voting Rights.** Each veterinary organization represented in the House of Delegates shall have two (2) votes on matters submitted to a vote of the House of Delegates, provided, however, each Principal Veterinary Organization shall have such additional votes equal to the total number of Association members residing in the state, territory, or possession represented by such organization divided by one hundred fifty (150) (the quotient shall be rounded up as necessary).

**Section 16. Attendance/Exercise of Voting Rights.** Both Delegates and Alternate Delegates shall have the right to attend all sessions of the House of Delegates. Only Delegates shall have the right to vote on behalf of the veterinary organization that they represent. Alternate Delegates shall have no right to vote; however, in the event the

Delegate appointed to represent a particular veterinary organization is absent at any session of the House of Delegates, the Alternate Delegate appointed to represent such organization shall have the right to vote in place of the Delegate.

**Section 17. Resignation and Removal of Delegates and Alternate Delegates.** Any Delegate or Alternate Delegate may resign at any time by giving written notice to the Secretary. In addition, any Delegate or Alternate Delegate may be removed by the organization entitled to appoint such delegate, whenever, in its judgment, the best interests of the Association would be served by such removal.

**Section 18. Vacancies.** In the event of the death, resignation, removal, or incapacity of a Delegate or Alternate Delegate, the veterinary organization represented by such Delegate or Alternate Delegate shall name a qualified member to serve until the conclusion of such Delegate or Alternate Delegate's term.

**Section 19. House Advisory Committee.** The House Advisory Committee shall consist of an aggregate of seven (7) Delegates and Alternate Delegates elected by the House of Delegates at its annual session.

- a. **Term.** Members of the House Advisory Committee shall serve a three (3) year term on the House Advisory Committee, and may not serve more than two consecutive terms. Fulfilling an unexpired term of two (2) years or less shall not be considered a full term, and shall not apply toward the term limit. Each term shall begin at the close of the annual session of the House of Delegates at which the committee member is elected.
- b. **Chair.** The House Advisory Committee shall elect a Chair from among its members on an annual basis. The Chair of the House Advisory Committee shall preside at all meetings of the House Advisory Committee and shall act as a liaison between the House of Delegates and the Executive Board.
- c. **Duties.** The House Advisory Committee shall have such duties as set forth in these Bylaws, and as shall be assigned to it by the House of Delegates, which shall include, without limitation, the following:
  1. Consider all developments relating to veterinary medicine from a long-range viewpoint, be alert to the changing needs for and demands on the entire profession, and make recommendations to the House of Delegates and the Executive Board as to how these changing conditions can best be met for the overall welfare of the profession;
  2. Act in a leadership capacity to the House of Delegates on all matters referred to the House of Delegate's reference committees;
  3. Make a detailed study of the reports from the AVMA councils and committees in advance of the annual session and make recommendations to the House of Delegates on such reports;

4. Meet sufficiently in advance of the annual session so that its recommendations can be prepared for presentation to the delegates prior to or at the time the House of Delegates convenes;
  5. Review and approve the credentials of candidates for President-Elect, Vice President, councils, the House Advisory Committee, and, when necessary, the President;
  6. In the event that the office of President-Elect or Vice President becomes vacant, appoint a qualified voting member of the Association to assume those respective duties until the next election; and
  7. Act as the Bylaws committee for the House of Delegates.
- d. **Meetings.**
1. The House Advisory Committee may hold such number of meetings as provided for in the Association's budget. Additional meetings may be held with the approval of the Executive Board.
  2. Special meetings of the House Advisory Committee may be called by, or at the request of, the Chair of the House Advisory Committee or upon a written request to the Chair of the House Advisory Committee of three (3) members of the House Advisory Committee. Notice of any special meeting of the House Advisory Committee shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting.

**Section 20. House of Delegates Reference Committees.** The House of Delegates may establish such advisory or reference committees ("Reference Committees") as are necessary or appropriate to perform the duties of the House of Delegates. Reference Committees may be established for such periods as determined by the House of Delegates. The action establishing a Reference Committee shall set forth the committee's purpose, composition, duties, and manner of acting.

## ARTICLE VIII

### COMMITTEES/COUNCILS/TASK FORCES

#### Section 1. Standing Committees of the Executive Board.

- a. **Board of Governors.** The Board of Governors shall act as the Executive Committee of the Association (and shall be referred to herein as the "Board of Governors").
  1. **Composition.** The Board of Governors shall consist of the President, President-Elect, and the Executive Board Chair. The Executive Vice President shall be invited to attend and participate in all meetings, without vote, of the Board of Governors. The Executive Board Chair shall serve as the chair of the Board of Governors.
  2. **Authority.** The Board of Governors shall have the

authority to perform the business and functions of the Association between meetings of the Executive Board, except as otherwise set forth in these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as may be amended, reporting to the Executive Board any action taken; but the delegation of authority to the Board of Governors shall not operate to relieve the Executive Board or any individual officer or member of the Executive Board of any responsibility imposed by law.

3. **Meetings and Voting.** The Board of Governors shall meet in person or by conference call upon the request of the Chair or a majority of the Board of Governors. Each member shall have one (1) vote. Three (3) members of the Board of Governors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Governors; provided that when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Board of Governors.
4. **Action by Written Consent.** Any action requiring a vote of the Board of Governors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the Board of Governors entitled to vote with respect to the subject matter thereof.
- b. **Other Standing Committees.** Other standing committees may be established by the Executive Board to support the purposes of the Association. The action establishing standing committees shall set forth the committee's purpose and composition and required qualifications for membership on the committee. A majority of all members of committees having the authority of the Executive Board must be members of the Executive Board.
  1. **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
  2. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
  3. **Policies and Procedures.** The Executive Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Executive Board.

**Section 2. Councils.****a. Judicial Council.**

1. **Composition.** The Judicial Council shall consist of such number of voting members of the Association as shall be determined by the House of Delegates. The Executive Vice President, or his or her designee, shall be the secretary of the Judicial Council.
2. **Responsibility.** The Judicial Council shall:
  - (i) Investigate all matters concerning allegations of unethical conduct on behalf of members of the Association and take action regarding disciplinary action and dismissal of members in accordance with the Association's Rules of Disciplinary Procedures, as may be amended by the Executive Board;
  - (ii) Advise on all questions of veterinary medical ethics;
  - (iii) Advise on all questions relating to interpretation of the Bylaws; and
  - (iv) Investigate general professional conditions and all matters pertaining to the relations of veterinarians to one another or to the public and make such recommendations to the Executive Board, House of Delegates, or the organizations represented in the House of Delegates as it deems necessary.

**b. Council on Education.**

1. **Composition.** The Council on Education shall consist of such number of voting members of the Association and members of the public as shall be determined by the House of Delegates.
2. **Responsibility.** The Council on Education shall have autonomous authority to evaluate schools and colleges offering a professional degree in veterinary medicine, according to established standards; make accreditation decisions; assign a classification of accreditation to each such school or college; and have such additional duties and responsibilities as provided in the Association's rules and procedures.

**c. Additional Councils.** Additional councils may be established by the House of Delegates to support the purposes of the Association. The Association's councils shall, at a minimum, include the following: (i) Council on Research; (ii) Council on Veterinary Service; (iii) Council on Biologic and Therapeutic Agents; (iv) Council on Public Health and Regulatory Veterinary Medicine; and (v) Council on Communications. The specific names of such councils may be modified by the House of Delegates as it deems necessary.**d. Authority.** The councils shall have such responsibility as may be delegated to them and may not take any action binding on the Association without express authorization as specified in the Manual of the House of Delegates.**e. Composition of Councils.** Except as otherwise set

forth herein, existing policy or the action establishing a council shall set forth such council's purpose and composition as specified in the Manual of the House of Delegates.

**f. Qualifications.** All voting members shall be eligible to serve on the Association's councils, provided, however, a member elected to represent a specific category shall be actively, or at the time of retirement (as indicated by Member Classification), engaged in the area of veterinary medical activity to be represented.**g. Term.** All members of councils shall serve a six (6) year term, or until such time as their successors are duly elected, qualified, and assume their duties, and may not serve two (2) consecutive terms on the same council. Fulfilling an unexpired term of three (3) years or less shall not be considered a full term, and shall not apply toward the term limit. Council members shall not be eligible to serve on any council for a period of one (1) year following the conclusion of their term as a member of any council.**h. Elections.**

1. The House of Delegates shall elect members to fill vacancies on the various councils at its annual session from amongst the slate of candidates presented by the Executive Board and any nominations made from the floor. Additional council members may be appointed pursuant to the Manual of the House of Delegates.
2. Council members shall take their position immediately following the annual session of the House of Delegates at which they are elected.

**i. Meetings.** Each council may hold such number of meetings as provided for in the Association's budget. Additional meetings may be held with the approval of the Executive Board.**j. Policies and Procedures.** The Executive Board shall develop and approve policies and procedures for the operation of all councils. All councils shall report to the Executive Board.**k. Quorum and Manner of Acting.** At all meetings of any council, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by council members present and voting at a meeting at which a quorum is present shall be required for any action.**Section 3. Advisory/Ad Hoc Committees and Task Forces.**

The Executive Board may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of the Association. An ad hoc committee created by the Executive Board shall terminate after three (3) years from the date of its creation, unless renewed by the Executive Board. A task force created by the Executive Board shall terminate after one (1) year from the date of its creation, unless renewed by the Executive Board. Ad hoc committees and task forces may be established for longer periods with the approval of the Executive Board. The action establish-

ing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- a. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- b. **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.
- c. **Policies and Procedures.** The Executive Board shall develop and approve general policies and procedures for the operation of all committees and task forces. All committees and task forces shall report to the Executive Board.

## ARTICLE IX STUDENT CHAPTERS

**Section 1. Formation.** The Executive Board may authorize a student organization of a college or school of veterinary medicine accredited by the Association to establish a student chapter of the Association ("Student Chapters"), subject to such requirements as to membership, organization, affiliation, procedures, and financial responsibility as the Executive Board may prescribe. The bylaws of any such Student Chapter shall not conflict with the Association's Bylaws and shall be subject to the review and approval of the Executive Board.

**Section 2. Termination.** Any Student Chapter may be terminated at any time and in such manner and after such investigation as the Executive Board may deem necessary. Upon termination of a Student Chapter, all of the Student Chapter's records, materials, funds, and other assets shall be transferred to the Association.

**Section 3. Representation.** Student Chapters shall be entitled to use the name of the Association only to the extent and in such manner as authorized by the Executive Board of the Association.

**Section 4. Meetings.** Each Student Chapter may hold such meetings as it deems appropriate.

## ARTICLE X ELECTRONIC MEETINGS

Any action to be taken at an Executive Board, Board of Governors, House of Delegates, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting

of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

## ARTICLE XI USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## ARTICLE XII FINANCE

**Section 1. Contracts.** The Executive Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances.

**Section 2. Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by the Executive Vice President.

**Section 3. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may select.

**Section 4. Bonding.** The Executive Board may provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

**Section 5. Gifts.** The Executive Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

**Section 6. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Executive Board, Board of Governors, House of Delegates, and any committees having the authority of the Executive Board.

**Section 7. Annual Audit.** The Executive Board shall provide for an annual audit of the financial records of the

Association by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually.

**Section 8. Fiscal Year.** The fiscal year of the Association shall be determined by the Executive Board.

### ARTICLE XIII INDEMNIFICATION

The Association shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Executive Board.

### ARTICLE XIV WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### ARTICLE XV AMENDMENTS

#### Section 1. Proposed Amendments.

- a. The Executive Board, the House Advisory Committee, any organization represented in the House of Delegates, and any other Association committee or council may propose amendments, in whole or in part, to these Bylaws.
- b. All proposed amendments of these Bylaws originating from either the House Advisory Committee or an organization represented in the House of Delegates must be submitted to the Executive Board for its review. The Executive Board shall submit such proposals, along with its recommendation, to the House of Delegates for final action.
- c. All proposed amendments of these Bylaws originating from an Association committee (other than the House Advisory Committee) or council must be submitted to the Executive Board for its review and approval. Only those proposals receiving the approval of the Executive Board shall be submitted to the House of Delegates for final action.

#### Section 2. Approval of Amendments.

- a. **With Executive Board Approval.** Proposed amendments of these Bylaws receiving the approval of the Executive Board shall be forwarded to the House of Delegates for consideration. Approval of such proposals shall require the act of a majority of the Delegates present at a duly called session of the House of Delegates at which a quorum is present.
- b. **Without Executive Board Approval.** Proposed amendments of these Bylaws not receiving the approval of the Executive Board shall be forwarded to the House of Delegates for consideration (except as otherwise set forth in these Bylaws). Approval of such proposals shall require the act of two-thirds (2/3) of the entire House of Delegates at a duly called session of the House of Delegates.

**Section 3. Notice.** Notice of intent to amend these Bylaws must be published in the print or online version of the *Journal of the American Veterinary Medical Association* (or its contemporary equivalent) at least thirty (30) days prior to the session of the House of Delegates at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

### ARTICLE XVI DISSOLUTION

In the event of the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.